



# DANGOTE CEMENT PLC

RC: 208767

## PROXY FORM

The thirteenth Annual General Meeting (AGM) of Dangote Cement Plc will be held on Tuesday, 14 June 2022, at Eko Hotels & Suites, Victoria Island, Lagos at 11.00 a.m.

I/We	
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*(Name of Shareholder in block letters)*

Being a shareholder of Dangote Cement Plc hereby appoint Alhaji Aliko Dangote GCON or failing him, Mr. Olakunle Alake or failing him, Mr. Emmanuel Ikazoboh or failing him, Mr. Michel Puchercos or failing him, Mr. Obinna Michael Nwosu or failing him, Dr. Umar Farouk or failing him, Mr. Nornah Awoh or failing him, Mrs. Bisi Bakare as my/our Proxy to act and vote for me/us on my/our behalf at the Annual General Meeting to be held on Tuesday, 14 June 2022, and at any adjournment thereof.

Shareholder's signature \_\_\_\_\_ Date \_\_\_\_\_

I/We desire this proxy to be used in favour of/ or against the resolution as indicated alongside:

S/N	Ordinary Business	For	Against	Abstain
1.	To lay the audited Financial Statements for the year ended 31 December 2021 and the Reports of the Directors, Auditors and Audit Committee			
2.	To declare a dividend			
3.	To re-elect or appoint Directors as follows:			
3.1.	To re-elect Mr. Aliko Dangote GCON as a Director, who is retiring by rotation			
3.2.	To re-elect Mr. Abdu Dantata as a Director, who is retiring by rotation			
3.3.	To re-elect Mr. Michael Davis as a Director, who is retiring by rotation			
3.4.	To re-elect Mr. Viswanathan Shankar as a Director, who is retiring by rotation			
3.5.	To re-elect Mrs. Cherie Blair as a Director, who is retiring by rotation			
3.6.	To appoint Mr. Philip Mathew as a Director			
3.7.	To appoint Ms. Halima Aliko-Dangote as a Director			
4.	To authorise the Directors to fix the remuneration of the Auditors			
5.	To elect shareholders' representatives of the Statutory Audit Committee			
S/N	Special Business	For	Against	Abstain
6.	To approve the remuneration of Directors			
7	To consider and, if thought fit, pass the following as special resolutions:			
7.1	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.			
7.2	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.			
7.3	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.			
7.4	To amend Article 6 of the Memorandum and Articles of Association of the Company as follows:  <i>“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.”</i>			
7.5	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. In view of the COVID-19 pandemic, attendance at the AGM shall only be by proxy. A proxy form is included in the Annual Report. A Member has the right to appoint a proxy/proxies from one of the persons named in the Proxy Form, who have been authorised to act as proxy by the Company, to attend and vote instead of him. 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.
- B. In the case of joint shareholders, any of them may complete the form, but the names of all joint shareholders must be stated.
- C. If the shareholder is a corporation, this form must be executed under its Common Seal or under the hand of a duly authorised officer or attorney.
- D. The proxy must produce the admission slip along with the notice of the meeting to gain entrance to the meeting.
- E. It is a legal requirement that all instruments of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must bear the appropriate stamp duty from the Stamp Duties Office (not adhesive postage stamps). All instruments of proxy shall be stamped at the Company’s expense.
- F. Please indicate with an “X” in the appropriate column, how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the Proxy will vote or abstain from voting at his/her discretion.

**Admission Slip:**

13<sup>th</sup> Annual General Meeting of Dangote Cement Plc to be held at Eko Hotels & Suites, Victoria Island, Lagos on Tuesday, 14 June 2022, at 11.00 a.m.

Shareholder’s name: \_\_\_\_\_

Shareholder’s address: \_\_\_\_\_

Number of shares held: \_\_\_\_\_