

NOTICE OF 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting (AGM) of Dangote Cement Plc. will hold on Thursday, 13th April 2023, at Eko Hotel and Suites, 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 2022 together with 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 for the 2023 financial year.
5. To disclose the remuneration of Managers of the Company.
6. To elect shareholders' representatives of the Statutory Audit Committee.

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.

Notes:

- A. Proxies:** A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. A proxy for an organization may vote by 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 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. A proxy form is attached to the Annual Report and may also be downloaded from the Company's website at www.dangotecement.com.
- B. 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 March 2023.
- C. Payment of Dividend:** If the Shareholders at the Annual General Meeting approve the dividend recommended by the Directors, dividends will be paid by Friday, 14 April 2023 to the shareholders whose names are registered in the Company's Register of Members at the close of business on 30 March 2023. 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://criselfservice.coronation.ng/> to complete the shareholder E-Mandate processing form.

Please note that pursuant to the provision of Section 187 of CAMA 2020, the treasury shares are not entitled to dividend and voting rights.

- D. E-Dividend Registration:** Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for receiving dividend payments electronically. A detachable E-Mandate Activation form is included in the Annual Report to enable shareholders provide their details to the Registrar.

- E. Election and Re-election of Directors:** Pursuant to Section 285 of the Companies and Allied Matters Act 2020, the following Directors shall retire by rotation and being eligible have offered themselves for re-election:

- i. Mr. Olakunle Alake
- ii. Mr. Emmanuel Ikazoboh
- iii. Mr. Ernest Ebi MFR
- iv. Mr. Douraid Zaghouani
- v. Ms. Berlina Moroole

Special Notice is hereby given pursuant to Section 282 of the Companies and Allied Matters Act that Mr. Emmanuel Ikazoboh and Mr. Ernest Ebi MFR are over 70 years of age and have indicated willingness to continue as Directors of the Company.

- F. Profiles of Directors for election/re-election:** The Profiles of Directors to retire by rotation and standing for re-election are amongst the profiles of Directors provided in the Annual Report for the year ended 31st December 2022.

- G. Nomination to the Audit Committee:** In accordance with Section 404(6) the Companies and Allied Matters Act 2020 (CAMA), any Member may nominate a shareholder for election as a member of the Statutory Audit Committee by giving notice in writing to the Company Secretary at least 21 days before the Annual General Meeting. Section 404(5) CAMA requires that members of the Statutory Audit Committee shall be financially literate.

- H. Rights of Securities Holders to Ask Questions:** Securities holders have a right to ask questions not only at the Annual General Meeting, but also in writing prior to the meeting. Questions should be submitted to the Company Secretary at the Company's registered office up to two days before the date of the Annual General Meeting.

- I. Electronic Annual Report on the Company's Website:** In addition to the dispatch of physical Annual Reports to shareholders, the electronic version of the Annual Report is uploaded on the Company's website www.dangotecement.com

- J. Streaming:** The Annual General Meeting will be streamed live from our website www.dangotecement.com and our YouTube channel www.youtube.com/dangotegroup

By the Order of the Board of Directors.



Edward Imoedemhe
Acting Company Secretary
FRC/2021/002/00000022594

Registered Office

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

Dated this 24th day of February 2023

PROXY FORM

The Fourteenth Annual General Meeting (AGM) of Dangote Cement Plc will be held on Thursday, 13 April 2023, at Eko Hotels & Suites, Victoria Island, Lagos at 11.00 a.m.

I/We																			
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Being a shareholder of Dangote Cement Plc hereby appoint _____ or failing him/her, _____ as my/our Proxy to act and vote for me/us on my/our behalf at the Fourteenth Annual General Meeting of the Company to be held on Thursday, 13 April 2023, at Eko Hotels & Suites, Victoria Island, Lagos at 11.00 a.m 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 2022 together with the Reports of the Directors, Auditors and the Audit Committee thereon.			
2.	To declare a dividend			
3.	To re-elect or appoint Directors as follows:			
3.1.	To re-elect Mr. Olakunle Alake as a Director, who is retiring by rotation			
3.2.	To re-elect Mr. Emmanuel Ikazoboh as a Director, who is retiring by rotation.			
3.3.	To re-elect Mr. Ernest Ebi MFR as a Director, who is retiring by rotation.			
3.4.	To re-elect Mr. Douraid Zaghouani as a Director, who is retiring by rotation.			
3.5.	To re-elect Ms. Berlina Moroole as a Director, who is retiring by rotation.			
4.	To authorise the Directors to fix the remuneration of the Auditors for the 2023 financial year.			
5.	To elect shareholders' representatives of the Statutory Audit Committee			
S/N	Special Business	For	Against	Abstain
6.	To approve the remuneration of Directors			

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.

Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. All proxy forms should be deposited at the registered office of the Registrars, Coronation Registrars Ltd, 9, Amodu Ojikutu Street, Victoria Island, Lagos, Nigeria or via email at eforms@coronationregistrars.com not later than 48 hours before the time for holding the meeting.
- In the case of joint shareholders, any of them may complete the form, but the names of all joint shareholders must be stated.
- 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.
- The proxy must produce the admission slip along with the notice of the meeting to gain entrance to the meeting.
- It is the requirement of the law under the Stamp Duties Act, Cap S8, Laws of the Federation of Nigeria, 2004 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).

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

ADMISSION SLIP:

14th Annual General Meeting of Dangote Cement Plc to be held at Eko Hotels & Suites, Victoria Island, Lagos on Thursday, 13 April 2023, at 11.00 a.m.

Please admit the Shareholder named on this Slip or his/her duly appointed proxy

Shareholder's name: _____
 Shareholder's address: _____
 Number of shares held: _____
 Signature: _____