



Dangote Cement Plc. RC 208767

Marble House
1, Alfred Rewane Road, Ikoyi, Lagos, Nigeria
Tel: +234 1 450 643
Email: customercare@dangote.com
Website: www.dangotecement.com

Lagos, June 15 2022

RESOLUTIONS OF THE 13TH ANNUAL GENERAL MEETING OF DANGOTE CEMENT PLC.

At the 13th Annual General Meeting (AGM) of Dangote Cement Plc held on Tuesday, June 14, 2022, at Eko Hotel and Suites, Victoria Island, Lagos, at 11.00 a.m, the following resolutions were duly passed:

1. The Audited Financial Statements for the year ended December 31, 2021, and the Reports of the Directors, Auditors and the Audit Committee were laid before the Members.
2. A dividend payment of N20.00 for every 50 Kobo ordinary share, payable to all shareholders whose names were registered in the Company's Register of Members at the close of business on May 30, 2022, was approved.
3. The re-elections of the following Directors who retired by rotation were approved:
 - I. Alhaji Aliko Dangote, GCON
 - II. Alhaji Abu Dantata
 - III. Sir Michael Davis
 - IV. Mr. Viswanathan Shankar
 - V. Mrs. Cherie Blair CBE, QC
4. The appointment and elections of Mr. Philip Mathew and Ms. Halima Aliko-Dangote as Directors of Dangote Cement Plc.
5. The Board of Directors was authorised to fix the remuneration of the Auditors.
6. The elections of Mr. Robert Ade-Odiachi, Mr. Sheriff Yussuf Mojirola and Mr. Nicholas Nyamali, as members of the Statutory Audit Committee, were approved to serve along with Mr. Ernest Ebi MFR and Mr. Olakunle Alake, until the conclusion of the next Annual General Meeting.
7. The remuneration of the Managers of the Company was disclosed in compliance with section 257 of the Companies and Allied Matters Act (CAMA) 2020.
8. The remuneration of the Chairman of Five Million Naira (N5,000,000) and the Non-Executive Directors of Four Million Naira (N4,000,000) each for the year ending December 31, 2021, was approved by an ordinary resolution.

9. The Special Resolution for the cancellation of unissued Shares and amendment of the Memorandum & Article of Association of the Company as approved by the Board and pursuant to Section 124 Companies and Allied Matters Act (CAMA) 2020 and Regulation 13 of the Companies Regulations 2021 were passed as follows:

9.1. The unissued shares 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.

9.2. 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.

9.3. 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.

9.4. 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."

9.5. Authorised the Company's Board of Directors to take all necessary steps to effect the cancellation of unissued and treasury shares in compliance with extant laws and regulations.

For: Dangote Cement Plc.



Edward Imoedemhe
Deputy Company Secretary