

## NOTICE OF 15<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting (AGM) of **Dangote Cement PLC** will be held on Tuesday, 28th May 2024, at Balmoral Convention Centre, Federal Palace Hotel, 6-8 Ahmadu Bello Way, 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 2023 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 2024 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.

To consider and if thought fit, pass the following as special resolutions of the Company:

8. That the Articles of Association of the Company be and are hereby amended as follows:
  - a. By adding the following as the new Article 15, without substituting the former:

**General Meetings and Virtual Participation**

"To the extent permitted by Law, all general meetings, inclusive of Annual General Meetings (AGM) and any other meetings of the Company may be held by teleconference, videoconference or other virtual or electronic means of communication, and any person so participating virtually, shall be deemed to have attended such meeting in person and shall be entitled to vote."
  - b. By renumbering all the Articles consecutively from 1 to 52.
9. The Board of Directors be and is hereby authorised to take such action as may be required to give effect to the above resolutions and
10. The acting Company Secretary is hereby authorised to make any filings at the Corporate Affairs Commission that may be necessary for or incidental to giving effect to the above resolutions.

### 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 organisation 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](mailto: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](mailto: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](http://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 was closed on 16 April 2024.
- 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, 31 May 2024, to the shareholders whose names are registered in the Company's Register of Members at the close of business on 15 April 2024. A list of unclaimed dividends is available on the Company's website at [www.dangotecement.com](http://www.dangotecement.com). Shareholders with unclaimed share certificates or unclaimed dividends should address their claims to the Registrars, Coronation Registrars Ltd, at

[customercare@coronationregistrars.com](mailto:customercare@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. You can reach the Registrars via contact detail: 02012272570 (available between:8:00am to 5:00pm on weekdays).

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 to receive 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-elections:

- i. Mr. Devakumar V.G. Edwin
- ii. Mrs. Dorothy Udeme Ufot, SAN
- iii. Ms. Halima Aliko-Dangote
- iv. Mr. Abdu Dantata
- v. Mr. Philip Mathew

**F. Profiles of Directors for election/re-election:** The Profiles of Directors to retire by rotation and standing for re-election are among the profiles of Directors provided in the Annual Report for the year ended 31st December 2023.

**G. Nomination to the Audit Committee:** In accordance with Section 404(6) of 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 the Statutory Audit Committee members shall be financially literate.

**H. Rights of Securities Holders to Ask Questions:** Securities holders have a right to 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 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](http://www.dangotecement.com)

**J. Streaming:** The Annual General Meeting will be streamed live from our website [www.dangotecement.com](http://www.dangotecement.com) and our YouTube channel [www.youtube.com/dangotegroup](http://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 1<sup>st</sup> March, 2024**