

NOTICE OF 17TH ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting of Dangote Cement PLC (“the Company”) will be held at 11.00 a.m. on Thursday, 2nd July 2026, at Eko Hotels & Suites, 1415 Adetokunbo Ademola Street, Victoria Island, Lagos, to transact the following business:

Ordinary Business

1. To lay the Audited Financial Statements for the Year ended 31 December 2025 together with the Reports of the Directors, Auditors and the Audit Committee thereon.
2. To declare a dividend.
3. To approve the appointment of Mrs. Mariya Aliko-Dangote as a Director of the Company.
4. To re-elect the following Directors retiring by rotation:

i. Mr. Emmanuel Ikazoboh	-	Non-Executive Director
ii. Mr. Olakunle Alake	-	Non - Executive Director
iii. Ms. Berlina Moroole	-	Non - Executive Director
iv. Mr. Alvaro Poncioni Merian	-	Independent Non-Executive Director
5. To authorise the Directors to fix the remuneration of the Auditors for the 2026 financial year.
6. To disclose the remuneration of Managers of the Company.
7. To elect shareholders' representatives of the Statutory Audit Committee.

Special Business

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

8. To approve the remuneration of the Non-Executive Directors
9. To grant a general mandate authorising the Company, acting through its Directors, to enter recurrent transactions and such other business arrangements with related parties or associated companies in the ordinary course of business, in compliance with applicable laws. This general mandate shall commence on the date this resolution is passed and shall remain in force until the date of the next Annual General Meeting of the Company.
10. To consider and if thought fit, pass the following sub-joined resolutions as an ordinary resolution of the Company:
 - a. That, subject to obtaining all requisite regulatory approvals, the Company be and is hereby authorised to consider and if deemed fit, undertake one or more capital markets transactions, including: (i) a potential secondary listing of its issued shares on the London Stock Exchange or such other recognised international securities exchange as may be determined by the Directors, under the applicable international listing framework at such time, in such manner and on such terms as may be determined by Directors; and (ii) an offer for sale of the Company's shares on the international and/or Nigerian capital markets, by the majority shareholder, in connection with or ancillary to any such listing or as a standalone transaction at such time, in such manner and on such terms, in each case having regard to prevailing market conditions;
 - b. That the Board be and is hereby authorised to consent to, approve, sign and/or execute any agreements, deeds and/or any other documents, appoint such professional parties and advisers; and perform all such other acts, including the processing of all regulatory approvals required; and do all such other things as may be necessary for, and/or incidental to, giving effect to the above resolutions. The Board may authorise the Company's management to perform any of its functions herein; and
 - c. That all lawful acts carried out by the Board and management of the Company on behalf of the Company prior to the date of this resolution in connection with the transaction, be and are hereby ratified.
11. To consider and if thought fit, pass the following sub-joined resolutions as a special resolution of the Company:
 - a. That the Memorandum and Articles of Association of the Company be and are hereby amended by:
 - i. Deletion of “except as per the provisions of these Articles” from Article 3;
 - ii. Deletion of “Subject to the provisions hereinafter contained” from Article 4; and
 - iii. Amendment of Article 5 in its entirety to read as follows “The registration of transfer may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year”; and
 - b. That the Directors be and are hereby authorised to take all such lawful steps, pass all requisite resolutions and do all such other lawful acts and/or things as may be necessary for and/or incidental to giving effect to this resolution.

Dated 1st day of June 2026

By the Order of the Board of Directors.



Edward Imoedemhe
Company Secretary
FRC/2021/002/00000022594

Registered Office

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

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. To be valid, executed forms of proxy must be duly stamped for the purpose of the meeting and deposited at the Office of the Registrars, Coronation Registrars Ltd., at 9, Amodu Ojikutu Street, Victoria Island, Lagos, (or by email 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.cement.dangote.com and the Registrars website at <https://www.coronation.ng/institutional/about-us/registrars/>.
- B. **Closure of Register of Members:** The Register of Members and the Transfer Books of the Company will be closed on 18th June 2026.
- C. **Payment of Dividend:** If the Shareholders at the Annual General Meeting approve the dividend recommended by the Directors, dividends will be paid on Thursday, 2nd July 2026, to the shareholders whose names are registered in the Company's Register of Members at the close of business on 17th June 2026.
- D. **Unclaimed Dividend:** A list of unclaimed dividends is available on the Company's website at www.cement.dangote.com. Shareholders with unclaimed share certificates and/or unclaimed dividends should address their claims to the Registrars, Coronation Registrars Ltd., at 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 their 24/7 service contact details: 02012272570.

Please note that treasury shares are not entitled to dividends and voting rights pursuant to Section 187 of CAMA 2020.

- E. **E-Dividend Registration:** Shareholders that do not have accounts are hereby notified to open bank accounts, stockbroking accounts, and Central Securities Clearing System (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.

Alternatively, please click this link <https://crlselfservice.coronation.ng/> to complete the E-Dividend Mandate Form online.

- F. **Election and Re-election of Directors:** The profiles of Mrs. Mariya Aliko-Dangote, who is seeking appointment as a Non-Executive Director, and Directors retiring by rotation; Mr. Emmanuel Ikazoboh, Mr. Olakunle Alake, Ms. Berlina Moroole and Mr. Alvaro Poncioni Merian have been presented. The retiring Directors, being eligible, have offered themselves for re-election in accordance with Section 285 of the Companies and Allied Matters Act 2020 and the Company's Articles of Association. Shareholders are hereby notified that of the Directors that will be retiring by rotation, all of whom have offered themselves up for re-election, Mr. Emmanuel Ikazoboh is over 70 years of age.
- G. **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 31 December 2025.
- H. **Nomination to the Statutory 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 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 all members of the Audit Committee shall be financially literate, and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. Accordingly, each nomination shall be accompanied by the curriculum vitae of the nominee together with evidence of the nominee's financial literacy, including the ability to read and properly interpret financial statements.
- I. **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 not later than 5 days before the date of the Annual General Meeting.
- J. **No Voting by Interested Persons:** Pursuant to Rule 20.8(h) of the Rules Governing Related Party Transactions of the Nigerian Exchange Limited, interested parties have committed to ensuring that their proxies, representatives, or associates will refrain from voting on resolution 9 as set out in the notice above.
- K. **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.cement.dangote.com and Registrars website: <https://www.coronation.ng/institutional/about-us/registrars/>. Shareholders who have updated their records with their email address will also receive the e-copy of the Annual Report.
- L. **Live Streaming:** The Annual General Meeting will be streamed live from our website www.cement.dangote.com and our YouTube channel www.youtube.com/dangotegroup.