

**IN THE FEDERAL HIGH COURT OF NIGERIA
IN THE LAGOS JUDICIAL DIVISION
HOLDEN AT LAGOS**

SUIT NO. FHC/L/CS/1094/2019

**IN THE MATTER OF
AN APPLICATION UNDER SECTION 539 OF THE COMPANIES AND ALLIED MATTERS ACT, CHAPTER C20, LAWS OF THE
FEDERATION OF NIGERIA, 2004**

IN RE:
LAFARGE AFRICA PLC (RC NO. 1858) 1ST APPLICANT

-AND-

LAFARGE READYMIX NIGERIA LIMITED (RC NO. 928090) 2ND APPLICANT

COURT-ORDERED MEETING OF THE HOLDERS OF THE FULLY PAID ORDINARY SHARES OF LAFARGE AFRICA PLC

NOTICE IS HEREBY GIVEN that by an Order of the Federal High Court dated 5th July, 2019, made in the above matter, the Court has directed that a meeting of the holders (the "Shareholders") of the fully paid ordinary shares of Lafarge Africa Plc ("the Company") be convened and held for the purpose of considering and, if thought fit, approving (with or without modification) a Scheme of Arrangement between Lafarge ReadyMix Nigeria Limited and the Company ("the Scheme" or "Scheme of Arrangement"). Following the adjournment of the court-ordered meeting by the Company on 22 July 2019 to a later date as the board of directors may determine, the directors have, by virtue of a board resolution dated 22 July 2019, resolved that the adjourned court-ordered meeting shall now hold at 10:00am on 23 August 2019.

The Scheme is explained in detail in the Explanatory Statement of the Scheme contained in pages 12 to 16 of the Scheme Document. The proposed completion timelines set out on page 5 of the Scheme Document will be duly adjusted accordingly by the Company and its advisers as a result of the adjournment of the court-ordered meeting.

The adjourned meeting will be held at the Grand Banquet Hall of the Civic Center, Ozumba Mbadiwe Road, Victoria Island, Lagos on 23 August 2019 at 10:00 a.m., at which place and time all the Shareholders are requested to attend. At the adjourned meeting, the following sub-joined resolutions will be proposed and, if thought fit, passed as a resolution of the shareholders of the Company:

That:

- (i) "the Scheme of Arrangement between Lafarge ReadyMix Nigeria Limited and the Company dated 5 July, 2019, a printed copy of which has been submitted to the meeting and, for the purposes of identification, endorsed by the Chairman, be and is hereby approved; and that the Directors of the Company be and are hereby authorised to consent to any modification of the Scheme that the Securities and Exchange Commission ("SEC") and/or the Court shall deem fit to impose and approve.
- (ii) an order of the Court be obtained that all the assets, liabilities and undertakings, including real property, any deferred tax and intellectual property rights of Lafarge ReadyMix Nigeria Limited be transferred to and vested in Lafarge Africa Plc without any further act or deed by the parties;
- (iii) all legal proceedings, claims and litigation, pending or contemplated by or against Lafarge ReadyMix Nigeria Limited be continued by or against Lafarge Africa Plc after the Scheme is sanctioned by the Court;
- (iv) all debts owed by Lafarge ReadyMix Nigeria Limited to Lafarge Africa Plc shall be cancelled and extinguished without
- (v) the entire share capital of Lafarge ReadyMix Nigeria Limited be cancelled and the company be dissolved without being wound up;

- (vi) the Solicitors of the Company be directed to seek orders of the Court sanctioning the Scheme and the foregoing resolutions, as well as such incidental, consequential and supplemental orders as are necessary or required to give full effect to the Scheme;
- (vii) the Board of Directors of the Company be and is hereby authorised to take such actions as may be necessary to give full effect to the Scheme; and
- (viii) Lafarge Africa Plc will be the resultant entity from the Effective Date of the Scheme."

Copies of the Scheme Document containing details of the Scheme have been made available to the shareholders of the Company. The said Scheme will be subject to the no objection of the Securities and Exchange Commission and to the sanction of the Court.

By the said Order, the Court has appointed Mr. Mobolaji Oludamilola Balogun (Chairman) or failing him, Mr. Michel Puchercos (Group Managing Director/Chief Executive Officer), or failing them both, any other director so appointed in their stead, to act as Chairman of the said meeting and has directed the Chairman to report the results thereof to the Court. Voting at the Meeting will be by poll. The statutory majority required at the meeting is a majority representing not less than three-quarters in value of the Ordinary Shares of members present and voting in person or by proxy.

Shareholders may vote in person or they may appoint another person, whether a shareholder or not, to act as proxy and to attend and vote in their stead.

Either the new Proxy Form or the Proxy Form for the court-ordered meeting earlier scheduled for 22nd July 2019 may be used for the adjourned court-ordered meeting. In the case of joint shareholders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company, in respect of the joint shareholding.

It is requested that the executed and stamped forms of proxy be lodged at the office of the Registrar as shown on the Form of Proxy not later than 24 hours before the time appointed for the Meeting.

Please note that the lodging of a proxy form does not prevent you from attending the Meeting and voting in person should you so wish. However, in such instances, your proxy will no longer be entitled to attend or vote.

Closure of Register of Members

The register of members will be closed from Monday, 5th August 2019 to Friday, 9th August 2019 (both dates inclusive) for the purpose of determining attendance at the Court-Ordered meeting.

Dated 31st July, 2019

Udo Udoma & Belo-Osagie
St. Nicholas House (12th Floor)
6 Catholic Mission Street
Lagos Island, Lagos
(Solicitors to Lafarge Africa Plc)

PROXY FORM (LAFARGE AFRICA PLC)

PROXY FORM FOR THE ADJOURNED COURT-ORDERED MEETING TO BE HELD AT THE GRAND BANQUET HALL OF THE CIVIC CENTER, OZUMBA MBADIWE ROAD, VICTORIA ISLAND, LAGOS ON THE 23RD OF AUGUST 2019 at 10 A.M. IN RESPECT OF THE PROPOSED SCHEME OF ARRANGEMENT BETWEEN LAFARGE AFRICA PLC AND LAFARGE READYMIX NIGERIA LIMITED

I/We.....
of..... being a member/
members of Lafarge Africa Plc hereby appoint

..... or failing him, the Chairman of
the Meeting as my/our proxy to act and vote for me/us and on my/our
behalf at the Court-Ordered Meeting to be held on 23 August 2019 or
at any adjournment thereof.

Dated this Day of..... 2019

Shareholder's Signature:

.....
(A corporate seal must be affix by corporate entities)

Proxy Signature:

.....

NOTE:

- The Form of Proxy should not be completed if the member will be attending the Meeting in person.
- A member (shareholder) who is unable to attend the Court-Ordered Meeting is allowed by the law to vote by proxy. This Form of Proxy has been prepared to enable you to exercise your right to vote if you cannot personally attend.
- Provision has been made on this form for the Chairman of the Meeting to act as your proxy, but if you wish you may insert in the blank space on the form (marked*) the name of the person, whether a member of the Company or not, who will attend the meeting and vote on your behalf instead of the Chairman of the Meeting.
- Please sign this Form of Proxy and return it to reach the Company Secretary at the address shown overleaf not later than 1:00pm on 20 August 2019. If executed by a company, the proxy form should be sealed with its common seal.
- The lodging of a Form of Proxy will not prevent you from attending the Meeting and voting in person should you so wish. However, in such instances, the proxy will not be allowed to vote.
- It is a legal requirement of the law under the Stamp Duties Act; Cap 58, Laws of the Federation of Nigeria, 2004 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any Meeting of Shareholders must be clearly stamped in accordance with the Act.
- A member (shareholder) or his Proxy must detach and produce the Admission Form below to obtain entrance to the Meeting.

✂.....

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

**LAFARGE AFRICA PLC
MEETING ADMISSION CARD**

ADJOURNED COURT-ORDERED

Please admit the Shareholder named on this Card or duly appointed proxy to the adjourned Court-Ordered Meeting of the Company to be held at the Grand Banquet Hall of the Civic Center, Ozumba Mbadiwe Road, Victoria Island, Lagos on 23 August 2019 at 10 a.m.

Name of Shareholder.....

	Shareholder
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Number of Shares Held.....

	Proxy
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Account Number.....

Please tick (✓) appropriate box before admission to the Meeting.

Signature.....

THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE REGISTRAR

Special Resolutions		
That:		
(i)	"the Scheme of Arrangement between Lafarge ReadyMix Nigeria Limited and the Company dated 5 July, 2019, a printed copy of which has been submitted to the meeting and, for the purposes of identification, endorsed by the Chairman, be and is hereby approved; and that the Directors of the Company be and are hereby authorised to consent to any modification of the Scheme that the Securities and Exchange Commission ("SEC") and/or the Court shall deem fit to impose and approve.	
(ii)	an order of the Court be obtained that all the assets, liabilities and undertakings, including real property, any deferred tax and intellectual property rights of Lafarge ReadyMix Nigeria Limited be transferred to and vested in Lafarge Africa Plc without any further act or deed by the parties;	
(iii)	all legal proceedings, claims and litigation, pending or contemplated by or against Lafarge ReadyMix Nigeria Limited be continued by or against Lafarge Africa Plc after the Scheme is sanctioned by the Court;	
(iv)	all debts owed by Lafarge ReadyMix Nigeria Limited to Lafarge Africa Plc shall be cancelled and extinguished without any further act by the parties;	
(v)	the entire share capital of Lafarge ReadyMix Nigeria Limited be cancelled and the company be dissolved without being wound up;	
(vi)	the Solicitors of the Company be directed to seek orders of the Court sanctioning the Scheme and the foregoing resolutions, as well as such incidental, consequential and supplemental orders as are necessary or required to give full effect to the Scheme;	
(vii)	the Board of Directors of the Company be and is hereby authorised to take such actions as may be necessary to give full effect to the Scheme; and	
(viii)	Lafarge Africa Plc will be the resultant entity from the Effective Date of the Scheme."	
For	Against	Abstain
Please indicate how you wish your votes to be cast on the resolution set out above by indicating "x" in the appropriate space. Unless, otherwise instructed the proxy will vote or abstain from voting at his discretion		