

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 61st Annual General Meeting (AGM) of Lafarge Africa Plc (“the Company”) will hold at the Lavendar Room, Eko Hotel and Suites, Plot 1415 Adetokunbo Ademola Street, Victoria Island, Lagos, on Wednesday, 3rd June 2020 at 10am to transact the following business:

ORDINARY BUSINESS

To consider and if thought fit, to transact the following Ordinary Business, which will be proposed as Ordinary Resolutions:

1. To lay the Audited Financial Statements for the year ended 31st December 2019 together with the Report of the Directors, External Auditors and Audit Committee thereon;
2. To declare a dividend recommended by the Board of Directors of the Company in respect of the financial year ended 31st December 2019;
3. To approve the appointment of the following Directors:
 - a. Mr. Marco Licata (Non-Executive Director)
 - b. Mr. Khaled El Dokani (Executive Director)
 - c. Mr. Gbenga Oyebode MFR (Independent Non-Executive Director)
 - d. Mr. Olivier Guitton (Non-Executive Director)
 - e. Mr. Lolu Alade-Akinyemi (Executive Director)
4. To re-elect the Non-Executive Directors, who being eligible now offer themselves for re-election:
 - a. Mr. Grant Earnshaw
 - b. Mrs. Karine Uzan-Mercie
5. To authorize the Directors to fix the remuneration of the External Auditors.
6. To elect members of the Audit Committee.

Other Acts

The Directors of the Company be and are hereby authorized to approve, sign and/or execute other documents as may be necessary to give effect to the above resolutions, including without limitation, complying with the directives of any regulatory authority, and all acts carried out, steps taken and documents executed (or to be executed), by the Directors of the Company in connection with the above resolution be and are hereby approved and/or ratified as the case may be to give effect to these resolutions and, where applicable, to file and/or register same with the Corporate Affairs Commission.

Proxy

A member of the Company entitled to attend and vote at the Annual General Meeting can appoint a proxy to attend and vote instead of him/her.

In view of the current Covid-19 pandemic, the directives to minimize social contacts by restricting the number of persons at public gatherings and in accordance with the Corporate Affairs Commission’s Guidelines on Holding of Annual General Meetings (AGM) of Public Companies by taking advantage of Section 230 of the Companies and Allied Matters Act (CAMA) using Proxies, all members are hereby advised that attendance for the meeting shall be by **PROXY ONLY**.

A member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her place. A proxy need not be a member of the Company. Consequently, members are required to appoint a proxy of their choice from the list of the proposed proxies to represent them at the meeting: a) Mr. Mobolaji Balogun (Chairman), Mr. Khaled El-Dokani (GMD/CEO) and Mrs. Adewunmi Alode (Company Secretary).

A proxy form is enclosed in the Annual Report. For the instrument of proxy to be valid, it must be completed, duly stamped for the purposes of this meeting, the Company has made arrangements at its cost for the stamping of the duly completed proxy forms which must be deposited at the office of the Registrar, CardinalStone Registrars Limited, 358, Herbert Macaulay way, by St. Dominic Catholic Church, Sabo, Yaba, Lagos or by email to registrars@cardinalstone.com, not less than 48hours before the time fixed for the meeting.

Dividend

If the dividend recommended by the Directors is approved, dividend will be paid on Wednesday, 3rd June 2020 to shareholders whose names appear in the Register of Members at the close of business on Thursday, 30th April 2020.

E-Dividend

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of dividend. Detachable application forms for the e-dividend is attached to the Annual Report to enable all shareholders furnish particulars of their bank accounts to the Registrar as soon as possible. The e-dividend form is also available on the website of our Registrar www.cardinalstoneregistrars.com.

Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed from Monday, 4th May 2020 to Friday 8th May 2020 (both dates inclusive) to enable the Registrar update its records.

Nominations for the Audit Committee

A nomination in writing by any shareholder for election to the Audit Committee should reach the Company at least twenty-one (21) days before the date of Annual General Meeting in accordance with Section 359 (5) of the Companies and Allied Matters Act.

Unclaimed Dividend

The list of unclaimed dividend can be accessed at the Registrar’s office or via the Company’s website: www.lafarge.com.ng

Right to Ask Questions

It is the right of shareholders to ask questions not only at the Annual General Meeting but also in writing prior to the meeting. Such questions should be addressed to the Company Secretary and submitted at the registered office of the Company not later than one week before the Annual General Meeting.

Directors’ Profile

The profile of the Directors for re-election can be assessed on the Company’s website: www.lafarge.com.ng

Electronic Annual Report

The electronic version of the Annual Report will be available online for viewing and download from our website: www.lafarge.com.ng. Shareholders who have provided their email addresses to the Registrar will receive the electronic version of the Annual Report via email.

Furthermore, shareholders who are interested in receiving the electronic version of the Annual Report should request via email to investorrelations.ng.tech@lafargeholcim.com or registrars@cardinalstone.com.

BY ORDER OF THE BOARD



Adewunmi Alode (Mrs)
General Counsel & Company Secretary
FRC/2018/ICSAN/00000017796
Dated this 30th of March 2020
27B Gerrard Road,
Ikoyi, Lagos

61st Annual General Meeting of Lafarge Africa Plc holding on Wednesday, 3rd June 2020 at the Lavendar Room, Eko Hotel and Suites, Plot 1415 Adetokunbo Ademola Street, Victoria Island, Lagos, Nigeria at 10 a.m.

I/We being member(s) of the above-named of Lafarge Africa Plc hereby appoint Mr. Mobolaji Balogun (Chairman) or Mr. Khaled El-Dokani (GMD/CEO) or Mrs. Adewunmi Alode (Company Secretary) as my proxy to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, 3rd June 2020 and at any adjournment thereof.

Dated this day of 2020

Shareholder's Signature:

RESOLUTIONS	FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS			
1. To lay before the meeting the Report of the Directors, the Audited Financial Statements for the year ended 31 st December 2019 together with the Report of the External Auditors and Audit Committee thereon.			
2. To declare a dividend recommended by the Board of Directors of the Company in respect of the financial year ended 31st December 2019.			
3. To approve the appointment of the following Directors:			
a) Mr. Marco Licata (Non-Executive Director)			
b) Mr. Khaled El-Dokani (Executive Director)			
c) Mr. Gbenga Oyebode MFR (Independent Non-Executive Director)			
d) Mr. Olivier Guitton (Non-Executive Director)			
e) Mr. Lolu Alade-Akinyemi (Executive Director)			
4. To re-elect the following Non-Executive Directors, who being eligible now offer themselves for re-election:			
a) Mr. Grant Earnshaw			
b) Mrs. Karine Uzan-Mercie			
5. To authorise the Directors to fix the remuneration of the External Auditors.			
6. To elect members of the Audit Committee			
7. OTHER ACTS			
The Directors of the Company be and are hereby authorized to approve, sign and/or execute other documents as may be necessary to give effect to the above resolutions, including without limitation, complying with the directives of any regulatory authority, and all acts carried out, steps taken and documents executed (or to be executed), by the Directors of the Company in connection with the above resolution be and are hereby approved and/or ratified as the case may be to give effect to these resolutions and, where applicable, to file and/or register same with the Corporate Affairs Commission.			

Please indicate "X" in the appropriate space 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.

In view of the current Covid-19 pandemic, the directives to minimize social contacts by restricting the number of persons at public gatherings and in accordance with the Corporate Affairs Commission's Guidelines on Holding of Annual General Meetings (AGM) of Public Companies by taking advantage of Section 230 of the Companies and Allied Matters Act (CAMA) using Proxies, all members are hereby advised that attendance for the meeting shall be by PROXY ONLY.

A member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her/its place. A proxy need not be a member of the Company. Consequently, members are required to appoint a proxy of their choice from the list of the proposed proxies to represent them at the meeting: a) Mr. Mobolaji Balogun (Chairman) (b) Mr. Khaled El-Dokani (GMD/CEO) and (c) Mrs. Adewunmi Alode (Company Secretary).

For the appointment of a proxy to be valid for the purposes of this meeting, the Company has made arrangements at its cost for the stamping of the duly completed proxy forms which must be deposited at the office of the Registrar, CardinalStone Registrars Limited, 358, Herbert Macaulay way, by St. Dominic Catholic Church, Sabo, Yaba, Lagos or by email to registrars@cardinalstone.com, not less than 48 hours before the time fixed for the meeting. For convenience purposes, a blank proxy form is attached to the 2019 Annual Report & Accounts, both of which will be available on the Company's website: www.lafarge.com.ng.

It is a requirement of the law under the Stamp Duties Act, cap A8, 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 duly stamped in accordance with the provisions of the Stamp Duties Act. It is however noted that the Company has made arrangements at its cost for the stamping of all duly completed proxy forms.

If the Proxy Form is executed by a Company, it should be sealed under its common seal.

LAFARGE AFRICA PLC 61ST ANNUAL GENERAL MEETING SHAREHOLDERS' ADMISSION CARD

Please admit the shareholder on this form or his/her duly appointed proxy to Annual General Meeting to be held at the Lavendar Room, Eko Hotel and Suites, Plot 1415 Adetokunbo Ademola Street, Victoria Island, Lagos on Wednesday, 3rd June, 2020 at 10am.

Name of Shareholder:

Number of Shares Held

Signature of Person attending: