

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN that the 64th Annual General Meeting (“AGM”) of Lafarge Africa PLC (the “Company”) will hold at the Grand Banquet Hall, The Civic Centre, Ozumba Mbadiwe Road, Victoria Island, Lagos, on Friday, 28th April 2023 at 10am, to transact the following business:**

## ORDINARY BUSINESS

1. To lay before the shareholders the Audited Financial Statements for the year ended 31st December 2022 together with the Report of the Directors, Independent Auditors and Audit Committee thereon.
2. To declare a final dividend.
3. To elect and re-elect Directors:
  - a) To ratify the appointment of the following Directors:
    - i. Mr. Kaspar Theiler (Non-Executive Director)
    - ii. Ms. Sonal Shrivastava (Non-Executive Director)
  - b) To re-elect the following Directors, who being eligible, offer themselves for re-election:
    - i. Mr. Gbenga Oyeboode, MFR (Independent Non-Executive Director);
    - ii. Mrs. Oyinkan Adewale, FCA (Independent Non-Executive Director); and
    - iii. Mrs. Adenike Ogunlesi (Independent Non-Executive Director).
4. To appoint the firm of Ernst & Young as the Company's Independent Auditors.
5. To authorise the Directors to fix the remuneration of the Independent Auditors.
6. To elect members of the Audit Committee.
7. To disclose the remuneration of the Managers.

## SPECIAL BUSINESS

8. To fix the remuneration of the Directors.
9. To consider and pass this resolution as an ordinary resolution:

'Pursuant to Rule 20.8 of The Nigerian Exchange Issuers Rule, that the general mandate given to the Company to enter into recurrent transactions with related parties or interested persons for the Company's day-to-day operations, including the procurement of goods and services and to enter into such incidental transactions on normal commercial terms, be and is hereby renewed'.

## NOTES:

### 1. PROXY

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. Such appointed proxy does not have to be a member of the Company.

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 purpose of this meeting and deposited at the office of the Registrar, CardinalStone Registrars Limited, 335/337 Herbert Macaulay Street, Sabo, Yaba, Lagos or by email to [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com), not less than 48 hours before the time fixed for the meeting.

### 2. CLOSURE OF REGISTER OF MEMBERS

The Register of Members and Transfer Books of the Company will be closed from Tuesday, 11th April 2023 to Friday, 14th April 2023 (both dates inclusive), to enable the Registrar to update its records.

### 3. DIVIDEND

If the final dividend recommended by the Directors is approved, dividend will be paid on Friday, 28th April 2023 to shareholders whose names are registered in the Register of Members as at the close of business on Thursday, 6th April 2023.

### 4. UNCLAIMED DIVIDEND

The list of unclaimed dividend will be circulated with the Annual Report and Accounts. The list of unclaimed dividend can also be accessed at the Registrar's office at No. 335/337 Herbert Macaulay Way, Sabo, Yaba, Lagos or via the Company's website: [www.lafarge.com.ng](http://www.lafarge.com.ng)

### 5. E-DIVIDEND

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of dividend payment. Detachable application form for the e-dividend is attached to the Annual Report to enable all shareholders provide 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](http://www.cardinalstoneregistrars.com).

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

### 6. NOMINATIONS FOR AUDIT COMMITTEE

In accordance with Section 404 (6) of the Companies and Allied Matters Act, 2020, any shareholder may nominate another shareholder for appointment to the Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least twenty-one (21) days before the Annual General Meeting.

### 7. 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.

### 8. DIRECTORS' PROFILE

The profile of Directors for election and re-election can be accessed on the Company's website: [www.lafarge.com.ng](http://www.lafarge.com.ng) and is also included in the Annual Report.

### 9. 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](http://www.lafarge.com.ng). Shareholders who have provided their email addresses to the Registrars will

also receive the electronic version of the Annual Report via email. Furthermore, any shareholder who has not received the electronic version of the Annual Report should request via email to [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com).

### 10. LIVE STREAMING

The Annual General Meeting will be streamed live. This will enable Shareholders and other relevant Stakeholders to watch the proceedings. The link to the live streaming of the Annual General Meeting proceedings will be made available on the Company's website: [www.lafarge.com.ng](http://www.lafarge.com.ng) and by the Registrar, in due course.

BY ORDER OF THE BOARD



**Adewunmi Alode (Mrs.)**

General Counsel & Company Secretary

FRC/2018/ICSAN/00000017796

Dated this 24th February 2023

27B Gerrard Road

Ikoyi, Lagos.



# PROXY FORM

## 64TH ANNUAL GENERAL MEETING OF LAFARGE AFRICA PLC HOLDING AT THE GRAND BANQUET HALL, THE CIVIC CENTRE, OZUMBA MBADIWE ROAD, VICTORIA ISLAND, LAGOS, ON FRIDAY, 28TH APRIL 2023 AT 10AM

I/We \_\_\_\_\_ being member(s) of Lafarge Africa PLC hereby appoint \_\_\_\_\_  
\_\_\_\_\_, or failing him/her, Mr. Adebode Adefioye (the Chairman), as my/our proxy to attend and vote on my/our  
behalf at the Annual General Meeting of the Company to be held on Friday, 28th April 2023 and at any adjournment thereof.

Dated this ..... day of ..... 2023

Shareholder's Signature: .....

S/N	RESOLUTIONS	FOR	AGAINST	ABSTAIN
	<b>ORDINARY BUSINESS</b>			
1.	To lay before the meeting the Audited Financial Statements for the year ended 31st December 2022, together with the Report of the Directors, Independent Auditors and Audit Committee thereon.			
2.	To declare a final dividend.			
3.	To ratify the appointment of the following as Directors of the Company: i) Mr. Kaspar Theiler (Non-Executive Director)			
	ii) Ms. Sonal Shrivastava (Non-Executive Director)			
4.	To re-elect the following Non-Executive Directors, who being eligible now offer themselves for re-election: i) Mr. Gbenga Oyeboade, MFR (Independent Non-Executive Director);			
	ii) Mrs. Oyinkan Adewale, FCA (Independent Non-Executive Director);			
	iii) Mrs. Adenike Ogunlesi (Independent Non-Executive Director).			
5.	To appoint the firm of Ernst & Young as the Company's Independent Auditors.			
6.	To elect members of the Audit Committee.			
7.	To disclose the remuneration of the Managers.			
	<b>SPECIAL BUSINESS</b>			
8.	To fix the remuneration of the Directors.			
9.	To approve recurrent related party transactions.			

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.

### NOTES:

- 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/its place. An appointed proxy need not be a member of the Company.
- Provision has been made on this form for the Chairman of the Company, Mr. Adebode Adefioye to act as a proxy for any shareholder who is unable to appoint a proxy to attend the meeting. If you wish to appoint a person other than the Chairman of the Company as your proxy for the meeting, please complete the blank spaces on the form with the name of your appointed proxy.
- This form must be duly completed and signed by a shareholder of the Company. If the shareholder is a company, the form must be under its common seal or duly signed by an authorised officer of the company.
- For the instrument of proxy to be valid for the purpose of this meeting, it must be stamped in accordance with the provisions of the Stamp Duties Act, CAP S8. Laws of the Federation of Nigeria, 2004. The duly completed, signed and stamped proxy forms must be deposited at the office of the Registrar, CardinalStone Registrars Limited, 335/337 Herbert Macaulay Street, Sabo, Yaba, Lagos or by email to [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com), not less than 48 hours before the time fixed for the meeting.
- The proxy must produce the Admission Card attached to this form for access to the meeting venue.



## LAFARGE AFRICA PLC 64TH ANNUAL GENERAL MEETING SHAREHOLDERS' ADMISSION CARD

Please admit the shareholder on this form or his/her duly appointed proxy to the Annual General Meeting to be held at the Grand Banquet Hall, The Civic Centre, Ozumba Mbadiwe Road, Victoria Island, Lagos, on Friday, 28th April 2023 at 10am.

Name of Shareholder

Number of Shares Held

Signature of Person attending