

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 62nd Annual General Meeting (AGM) of Lafarge Africa Plc (“the Company”) will hold at the Civic Centre, Ozumba Mbadiwe Road, Victoria Island, Lagos State on Tuesday, 25th May 2021 at 10:00 am to transact the following business: -

### ORDINARY BUSINESS

1. To lay before the Shareholders the Audited Financial Statement for the year ended 31st December, 2020 together with the Reports of the Directors, External Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To approve the appointment of the following Directors:
  - a. Mrs. Oyinkan Adewale (Independent Non-Executive Director);
  - b. Mrs. Virginie Darbo (Non-Executive Director).
4. To re-elect the following Non-Executive Directors, who being eligible now offer themselves for re-election:
  - a. Mr. Adebode Adefioye;
  - b. Mrs. Elenda Giwa-Amu, and
  - c. Mrs. Adenike Ogunlesi.
5. To authorize the Directors to fix the remuneration of the Independent Auditors.
6. To elect members of the Audit Committee.
7. To disclose and fix the remuneration of Directors.

### SPECIAL BUSINESS

8. To consider and if thought fit, to pass this resolution as an ordinary resolution:
  - a. “Pursuant to Rule 20.8 of The Nigerian Stock Exchange Issuers Rule, that a general mandate be and is hereby given authorising the Company during the 2021 financial year and up to the date of the next Annual General Meeting, to procure goods and services and enter into such incidental transactions necessary for its day-to-day operations from its related parties or interested persons on normal commercial terms.”

### NOTE:

#### 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.

In view of the Covid-19 pandemic, restrictions on public gatherings and in accordance with the Corporate Affairs Commission’s Guidelines on the Holding of Annual General Meetings (AGM) of Public Companies, attendance shall be by **PROXY ONLY**. 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 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 proposed proxies to represent them at the meeting.

A proxy form is enclosed in the Audit Report. For the instrument of proxy to be valid, it must be completed and duly stamped for the purpose of the 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, 335/337 Herbert Macaulay Street, Sabo, Yaba, Lagos or by email to [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com), not less than 48hours 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, 4th May, 2021 to Friday, 7th May, 2021 (both dates inclusive) to enable the Registrar update its records.

#### 3. DIVIDEND

If the dividend of One Naira (N1.00) per ordinary share recommended

by the Board of Directors is approved by members at the Annual General Meeting, the dividend will be paid on Tuesday, 25th May 2021 to shareholders whose names are registered in the Register of Members as at the close of business on Friday, 30th April, 2021.

#### 4. UNCLAIMED DIVIDEND

The list of unclaimed dividends will be circulated with the Annual Report and Accounts and can also be accessed at the Company’s registrar’s office 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 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](http://www.cardinalstoneregistrars.com)

#### 6. NOMINATIONS FOR THE 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 date of 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 date of the Annual General Meeting.

#### 8. DIRECTORS’ PROFILE

The profile of Directors for re-election can be accessed on the Company’s website: [www.lafarge.com.ng](http://www.lafarge.com.ng)

#### 9. ELECTRONIC ANNUAL REPORT

The electronic version of the Annual Report is 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 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 [registrars@cardinalstone.com](mailto:registrars@cardinalstone.com)

#### 10. LIVE STREAMING OF THE AGM

The link to the live streaming of the Annual General Meeting proceedings is <https://youtu.be/nuGqMjln2Y0>

#### BY ORDER OF THE BOARD



Adewunmi Alode (Mrs.)  
General Counsel & Company Secretary  
FRC/2018/ICSAN/00000017796  
Dated this 19th of March 2021  
27B Gerrard Road  
Ikoyi, Lagos.



# Proxy Form

NOTICE IS HEREBY GIVEN that the 62nd Annual General Meeting (AGM) of Lafarge Africa Plc (“the Company”) will hold at the Civic Centre, Ozumba Mbadiwe Road, Victoria Island, Lagos State on Tuesday, 25th May 2021 at 10am to transact the following business:

I/We ----- being member(s) of the above-named company, Lafarge Africa Plc, hereby appoint ----- Mr. Adebode Adefioye (Chairman), Mr. Khaled El-Dokani (GMD/CEO), Mr. Lolu Alade-Akinyemi 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 Tuesday, 25th May, 2021 and at any adjournment thereof.

Dated this ..... day of ..... 2021

Shareholder’s Signature: .....

S/N	RESOLUTIONS	FOR	AGAINST	ABSTAIN
1.	<b>ORDINARY BUSINESS</b> To lay before the meeting the Report of the Directors, the Audited Financial Statements for the year ended 31st December 2020 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 2020.			
3.	To approve the appointment of the following Directors: a) Mrs. Oyinkan Adewale (Independent Non-Executive Director) b) Mrs. Virginie Darbo (Non-Executive Director)			
4.	To re-elect the following Directors, who being eligible offer themselves for re-election: a) Mr. Adebode Adefioye; b) Mrs. Elenda Giwa-Amu; c) Mrs. Adenike Ogunlesi.			
5.	To authorize the Directors to fix the remuneration of Independent Auditor.			
6.	To elect members of the Audit Committee			
7.	To disclose and fix the remuneration of Directors			
8.	<b>SPECIAL BUSINESS</b> To consider and if thought fit, to pass the resolution as ordinary resolution:  To approve a general mandate authorising the Company during the 2021 financial year and up to the date of the next Annual General Meeting, to procure goods and services and enter into such incidental transactions necessary for its day to day operations from its related parties or interested persons on normal commercial terms.			

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:

In view of the current Covid-19 pandemic, the directives to minimise 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 the Companies and Allied Matters Act 2020 using proxies, all shareholders 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. Adebode Adefioye (Chairman). (b) Mr. Khaled El-Dokani (GMD/CEO). (c) Mr. Lolu Alade-Akinyemi (CFO). (d) 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 purpose 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, 335/337 Herbert Macaulay Street, Sabo, Yaba, Lagos or by email to registrars@cardinalstone.com, not less than 48 hours before the time fixed for the meeting.

It is a requirement of the law under the Stamp Duties Act, 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. If the proxy form is executed by a Company, it should be sealed under its common seal.

LAFARGE AFRICA PLC

62ND 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 Civic Centre, Ozumba Mbadiwe Road, Victoria Island, Lagos State at 10am on Tuesday, the 25th day of May, 2021.

Name of Shareholder:

Number of Shares Held:

Signature of Person attending:

