

CS/CEM/JBN/AGM/GC/2014

The Director-General
The Nigerian Stock Exchange
Stock Exchange House
2/4 Customs Street
Lagos

June 19, 2014

Dear Sir

JULIUS BERGER NIGERIA PLC
44TH ANNUAL GENERAL MEETING

At the 44th Annual General Meeting of the Company held today, June 19, 2014 Members passed the following resolutions to:

1. Authorise a dividend of 270K per 50K share. The Dividend payment date shall be June 20, 2014;
2. Re-elect Mr. Macdonald Olarinde Tubi, Mr. Harold Samuel Tsumba, Esq. and Dr. Ernest Nnaemeka Azudialu-Obiejiesi as non-Executive Directors of the Company;
3. Appoint Messrs. Nexia- Agbo Abel & Co as External Auditors of the Company;
4. Authorise the Directors to fix the remuneration of the Auditors;
5. Elect and constitute Chief Timothy. Adesiyani, Sir Sunny Nwosu, KSS and Brig. Gen Emmanuel Ebije Ikwue, GCON, the shareholders' representatives and HRH Igwe P. N. Anugwu, JP., OFR, Mr. W. Kollermann and Mr. Macdonald Olarinde Tubi, the Board' s representatives into the statutory audit committee for the Financial year ending December 31, 2014;
6. Approve the Directors fees in the sums of N2,700,000 (Two Million Seven Hundred Thousand Naira) for the Non-Executive Directors and N4,500,000 (Four Million Five Hundred Thousand Naira) for the Chairman effective from the January 1, 2014;
7. Increase the authorized share capital of the Company from N622,500,000 (Six Hundred and Twenty Two Million, Five Hundred Thousand Naira) comprised 1,245,000,000 (One Billion, Two Hundred and Forty Five Million) ordinary shares of 50K (fifty kobo) each to N800,000,000 (Eight Hundred Million Naira) comprised 1,600,000,000 (One Billion and Six Hundred Million ordinary shares of 50K (fifty kobo);

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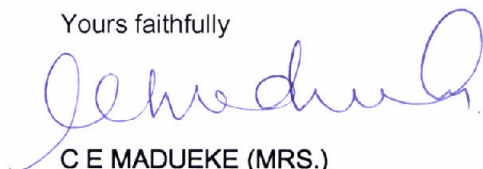
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Directors: Avim (Dr.) N. Imam, CFR, Chairman • Engr. H. Stockhausen, Vice Chairman (German) • Engr. W. Goetsch, Managing Director (Austrian)
Mr. W. Kollermann, Financial Director (German) • Alh. Z. I. Bayi, Director Administration • Mr. D. Herron, Director Operations (Australian)
HRH Igwe P.N. Anugwu, JP, OFR • Engr. J. Damulak • Mr. M.O. Tubi • Mr. H.S. Tsumba, Esq. • Dr. E.N. Azudialu-Obiejiesi • Mr. G. Marks (German)

8. Capitalize the sum of ₦60,000,000 (Sixty Million Naira) out of the balance standing to the credit of the Retained Earnings of the Company, as at December 31, 2013, and available for distribution, and appropriate same as Bonus Shares to the members holding 1,200,000,000 (One Billion, Two Hundred Million) ordinary shares of 50K (fifty kobo each) in the capital of the Company and registered as at the close of business on May 30, 2014 (the “**Transfer Date**”) in the proportion of 1 (One) ordinary share of 50K (Fifty Kobo) each for every 10 (ten) ordinary shares of 50K (Fifty Kobo) each now held by them;
9. Authorise the Directors to deal with fractional shares resulting from the issuance of the Bonus Shares, as they deem fit;
10. Authorise the Directors to raise additional capital of up to ₦7,500,000,000 (Seven Billion Five Hundred Million Naira) through any method(s) and on such terms and conditions as the Directors deem fit or determine;
11. Authorise the Directors to give effect to the above resolutions upon the receipt of the necessary permissions and approvals from the appropriate regulatory authorities;
12. Authorize the Directors to issue up to 150,000,000 (One Hundred and Fifty Million) ordinary shares of Fifty Kobo (50k) each in the authorized share capital of the Company by way of a special placement;
13. Authorise the Directors to appoint such professional advisers and undertake such other acts as may be necessary or incidental to, and or required for effecting the objectives set out above.
14. Amend Clause 6 of the Memorandum of Association and Article 3 of the Articles of Association, respectively;
15. Amend the current Articles 108 and 112 of the Articles of Association and substituting with new Articles 108 and 112.

Kindly acknowledge receipt on the copy of this letter.

Yours faithfully



C E MADUEKE (MRS.)
COMPANY SECRETARY