



ASHAKACEM PLC

RC 13422

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 40th Annual General Meeting of **ASHAKACEM PLC** will be held at **TRANSCORP HILTON HOTEL, ABUJA** on **Tuesday, 5th May 2015 at 11 a.m.** to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To lay the Audited Financial Statements for the year ended 31st December 2014, and the Report of the Directors, together with the reports of the Auditors and Audit Committee thereon.
2. To declare a dividend.
3. To elect/re-elect retiring Directors.
4. To authorize the Directors to fix the remuneration of the Auditors.
5. To elect members of the Audit Committee.

SPECIAL BUSINESS

6. To consider, and if thought fit, pass an ordinary resolution to fix the remuneration of the Directors.
7. To consider, and if thought fit, pass the following as special resolution:
“That the Memorandum and Articles of Association of the Company be and are hereby amended as follows:
 - a. Article 3 – The words “The share capital of the Company as at the date of the adoption of these Articles is **732,500,000 divided into 1,465,000,000** ordinary shares of 50 kobo each” should be deleted and be substituted with the words “The share

capital of the Company as at the date of the adoption of these Articles is **1,119,727,000 divided into 2,239,454,000** ordinary shares of 50 kobo each.”

- b. Article 54 – The words “Save as herein otherwise provided, **three members** present in person or by proxy shall be a quorum and no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business” should be deleted and be substituted with the words “Save as herein otherwise provided, **thirteen members** present in person or by proxy shall be a quorum and no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.”
- c. Article 76 – The words “Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be **less than four** or **more than twelve**” should be deleted and be substituted with the words “Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be **less than four** or **more than nine**.”

NOTES:

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 on his behalf. A proxy need not be a member of the Company.

A proxy form is attached to the Annual Report. For the instrument of proxy to be valid for the purpose of the meeting it must be completed, duly stamped by the Commissioner of Stamp Duties in accordance with the Stamp Duties Act (Cap S8 Laws of the Federation of Nigeria 2004) and deposited at the office of the Registrar of the Company, CardinalStone Registrars Limited, 358 Herbert Macaulay Way, Yaba - Lagos, not later than 48 hours before the time for holding the meeting.

DIVIDEND WARRANT

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, the dividend warrants will be posted on the 6th day of May 2015, to members whose names appear in the Register of Members at the close of business on the 20th day of April 2015.

CLOSURE OF REGISTER

The Register of Members and Transfer Books of the Company will be closed on the 21st April to 4th of May 2015 (both dates inclusive) for the purpose of payment of dividend.

AUDIT COMMITTEE

In accordance with section 359(5) of the Companies and Allied Matters Act, (Cap C20, Laws of the Federation of Nigeria, 2004), any member may nominate a shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting.

BY ORDER OF THE BOARD

BELLO A. ABDULLAHI

Company Secretary/Legal Adviser
FRC/2013/NBA/00000002301

Dated this 26th March, 2015

REGISTERED OFFICE

Ashaka Works,
Near Gombe,
Gombe State.