



# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 63rd Annual General Meeting (AGM) of Lafarge Africa PLC (“the Company”) will hold at the Grand Ballroom, Eko Hotels & Suites, Plot 1415 Adetokunbo Ademola Street, Victoria Island, Lagos State on Thursday, 21st April 2022 at 10am to transact the following business:

## ORDINARY BUSINESS

- To lay before the shareholders the Audited Financial Statements for the year ended 31st December, 2021 together with the Reports of the Directors, Independent Auditors and Audit Committee thereon.
- To declare a final dividend.
- To re-elect the following Directors, who being eligible, offer themselves for re-election:
  - Mr. Grant Earnshaw (Non-Executive Director);
  - Mrs. Karine Uzan-Mercie (Non-Executive Director), and
  - Mr. Marco Licata (Non-Executive Director).
- To authorise the Directors to fix the remuneration of the Independent Auditors.
- To elect members of the Audit Committee.
- To disclose the remuneration of the Managers.

## SPECIAL BUSINESS

- To fix the remuneration of the Directors.
- 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 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, be and is hereby renewed.’
- To consider and if thought fit pass the following resolutions as ordinary resolutions:
  - That the Directors be and are hereby authorised to take all steps necessary to comply with the requirements of the Companies and Allied Matters Act 2020 and the Companies Regulations 2021, as it relates to unissued shares of the Company, including the cancellation of the 3,892,204,279 (three billion, eight hundred and ninety-two million, two hundred and four thousand, two hundred and seventy-nine) unissued ordinary shares of the Company; and
  - That the Directors be and are hereby authorised to enter into and execute agreements, deeds, notices or any other documents, and to perform all acts and to do all such other things necessary for or incidental to giving effect to Resolution 9(a) above, including without limitation, appointing such professional parties, consultants and advisers and complying with the directives of the regulatory authorities.
- To consider and if thought fit pass the following resolutions as special resolutions:
  - That pursuant to resolutions 9 above, the Directors be and are hereby authorised to Clause 6 of the Memorandum of Association of the Company to read:

*‘The share capital of the Company is **N8,053,897,860.50**  
divided into 16, 107,795,721 ordinary shares of 50k (fifty kobo) each’*

- That the Directors be and are hereby authorised to enter into and execute agreements, deeds, notices or any other documents and to perform all acts and to do all such other things necessary for or incidental to giving effect to Resolution 10(a) above, including without limitation, appointing such professional parties, consultants and advisers and complying with the directives of the regulatory authorities.

## 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. 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**.

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. The designated proxies listed in the proxy form attached to the Annual Report are:

- Mr. Adebode Adefioye (Chairman)
- Mr. Khaled El-Dokani (GMD/CEO)

- Mr. Lolu Alade-Akinyemi (CFO)
- 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 and 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 sent 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 Monday, 4th April, 2022 to Friday, 8th April, 2022 (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 Thursday, 21st April 2022 to shareholders whose names are registered in the Register of Members as at the close of business on Friday, 1st April, 2022.

### 4. UNCLAIMED DIVIDEND

The list of unclaimed dividends will be circulated with the Annual Reports and Accounts. The list of unclaimed dividend can also be accessed at the Company’s 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 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. NOMINATION 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 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 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 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 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 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 25th February 2022  
27B Gerrard Road  
Ikoyi, Lagos.

