

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 60th Annual General Meeting (AGM) of Lafarge Africa Plc will hold at the Grand Banquet Hall of The Civic Center, Ozumba Mbadiwe Road, Victoria Island, Lagos, on Monday, 22nd July 2019 at 10am to transact the following businesses:

## AGENDA

### ORDINARY BUSINESS

1. To lay the Audited Financial Statements for the year ended 31st December 2018 together with the Report of the Directors, External Auditors and Audit Committee thereon;
2. To approve the appointment of the following Non-Executive Directors:
  - a. Mr. Jean-Philippe Benard
  - b. Ms. Karine Uzan Mercie
3. To re-elect the following Non- Executive Directors:
  - a. Mr. Adebode Adefioye
  - b. Mrs. Elenda Giwa-Amu
  - c. Mrs. Adenike Ogunlesi
4. To authorise the Directors to fix the remuneration of the External Auditors.
5. To elect Members of the Audit Committee.

### SPECIAL BUSINESS

Ordinary Resolutions:

6. To fix the remuneration of the Directors.
7. **Approval of Related Party Transaction**  
To consider and, if thought fit, to pass, with or without amendment, the following resolutions:
  - a. That the Company be and is hereby authorized to enter into a related party transaction involving the sale by the Company of its 33,823,992 ordinary shares in Lafarge South Africa Holdings Proprietary Limited ("LSAH") to Caricement B.V, a subsidiary of LafargeHolcim group (the "Purchaser") for a Consideration no less than US\$316,289,060.61 (Three Hundred and Sixteen Million, Two Hundred and Eighty Nine Thousand, Sixty Dollars Sixty One Cents)("Consideration").
  - b. That the Company be and is hereby authorized to receive the Consideration or any portion of it by a set-off of the Company's total indebtedness to the Purchaser under the existing Inter-Group Loan Agreements between the Company and the Purchaser as at the closing date of the share purchase agreement between the Company and the Purchaser.
  - c. "That the general mandate given to the Company to enter into recurrent transactions with related parties for the Company's day-to-day operations, including the procurement of goods and services, on normal commercial terms in compliance with the Nigerian Stock Exchange Rules Governing Transactions with Related Parties or Interested Persons, be and is hereby renewed."
8. **Other Acts**
  - a. The Directors of the Company be and are hereby authorized to approve, sign and/or execute all documents, as may be necessary to give effect to the above resolutions, including without limitation, complying with the directives of any regulatory authority and all acts carried out, steps taken and documents executed (or to be executed), by the Directors of the Company in connection with the above resolutions be and are hereby approved and/or ratified as the case may be.
  - b. The Company Secretary be and is hereby authorised to take all steps to give effect to these resolutions and, where applicable, to file and/or register same with the Corporate Affairs Commission.

## NOTES

### Related Party Circular

In accordance with The Nigerian Stock Exchange's Rules Governing Transactions with Related Parties or Interested Persons, the details of the proposed related party transactions and the General Mandate are contained in the Annual Report.

### Proxy

A member of the Company entitled to attend and vote at the Annual General Meeting can appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.

A proxy form is enclosed in 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, Cardinal Stone Registrars Limited, located at 358 Herbert Macaulay Road, Yaba, Lagos, not later than 48 hours before the time for holding the meeting.

### E-dividend

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of dividend. Detachable application forms for e-dividend is attached to the Annual Report to enable all shareholders furnish particulars of their accounts to the Registrar as soon as possible. We request our Shareholders to use the e-dividend payment portal that will serve as an online verification and communication medium for e-dividend mandate processing through the new e-dividend mandate management system jointly introduced by the Central Bank of Nigeria, Securities and Exchange Commission, Nigeria Inter-Bank Settlement Systems Plc and the Institute of Capital Market Registrars. A detachable e-dividend payment mandate and change of address form is attached to the Annual Report to enable shareholders furnish particulars of their bank and CSCS account numbers to the Registrar.

### Closure of Register of Members

In accordance with section 89 of the Companies and Allied Matters Act (CAMA), please note that the Register of Members and Transfer Books of the Company will be closed from Monday, 24th June 2019 to Friday, 28th June 2019 (both dates inclusive) to enable the Registrar to update its records.

### Nominations for the Audit Committee

In accordance with Section 359 (5) of CAMA, any shareholder may nominate another shareholder for appointment to the Audit Committee. Such nomination should be in writing and must reach the Company Secretary not less than twenty-one (21) days before the AGM. The Securities and Exchange Commission's Code of Corporate Governance for public companies indicates that some of the members of the Audit Committee should have basic financial literacy and be knowledgeable in internal control processes.

We therefore request that nominations must be accompanied by a copy of the nominee's curriculum vitae.

### Unclaimed Dividend

Shareholders are hereby informed that a number of share certificates and dividend warrants have been returned to the Registrars as "unclaimed". Any member affected by this notice is advised to write to or call the office of the Company's Registrar, Cardinal Stone Registrars Limited. The list of unclaimed dividend can be accessed at the Registrars' office or via the Company's website: [www.lafarge.com.ng](http://www.lafarge.com.ng)

### Right To Ask Questions

Pursuant to Rule 19.12 (c) of the Nigerian Stock Exchange Rule Book 2015, it is the right of shareholders of the Company to ask questions not only at the Annual General Meeting but also in writing prior to the meeting. We urge that such questions be submitted to the Company Secretariat not later than one week before the Annual General Meeting or by email to [investorrelations.ng.tech@lafargeholcim.com](mailto:investorrelations.ng.tech@lafargeholcim.com). The profile of Directors for re-election can be accessed on the Company's website: [www.lafarge.com.ng](http://www.lafarge.com.ng).

### BY ORDER OF THE BOARD



**Adewunmi Alode (Mrs.)**  
Company Secretary  
FRC/2018/ICSAN/00000017796  
**Dated this 18th of June 2019**  
**27B Gerrard Road,**  
Ikoyi, Lagos.