

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extra-Ordinary General Meeting of Lafarge Africa Plc ("the Company") will hold at MUSON Center (Shell Hall), Marina, Lagos on Tuesday September 25, 2018 at 9:00 a.m. to consider, and if thought fit, pass the following resolutions of the Company:

AGENDA

Ordinary Resolutions

1. Approval of Appointment of Director

To approve the appointment of Mr Rossen Papazov as a Non-Executive Director

2. Approval of Rights Issue and Debt-to-Equity Conversion

To consider and if thought fit, pass with or without amendment, the following sub-joined resolutions:

THAT, further to the approval of the shareholders of the Company – obtained at the 59th Annual General Meeting of the Company held on May 16, 2018 - by which the Company is duly authorized to raise additional capital of up to **₦100,000,000,000 (One Hundred Billion Naira)** by way of equity and/or debt (and subject to obtaining the approval of the relevant regulatory authorities):

- The Directors be and are hereby authorized to raise capital of **₦90,000,000,000 (Ninety Billion Naira)** by way of a Rights Issue of ordinary shares to its shareholders ("Rights Issue") and that the Rights Issue be executed at such price, time, for such period and on such other terms and conditions as the directors may deem fit;
- That subject to complying with applicable regulatory requirements, the Directors be and are authorized to apply any convertible loan, shareholder loan or any other loan facility due to any person, from the Company, as may be agreed by the person and the Company, towards payment for any shares or rights subscribed for in the Rights Issue;
- That the Directors be and are hereby authorized to approve, sign and/or execute all documents, appoint such professional parties and advisers, as may be necessary to give effect to the above resolutions, including without limitation, complying with the directives of any regulatory authority. Following allotment by the Board of Directors, the new shares issued by the Company pursuant to the Rights Issue be listed on the Nigerian Stock Exchange;
- That all acts carried out by the Directors and/or management of the Company in connection with the above are hereby approved and ratified;
- That the Directors be authorized to perform other acts, take other steps or do all such other things as may be necessary for or incidental to, or as they deem appropriate to giving effect to the spirit and intendments of the above resolutions.

3. Approval of Related Party Transaction

To consider and, if thought fit, to pass, with or without amendment, the following resolution:

'That the Company be and is hereby authorized to enter into a related party transaction with LafargeHolcim (its parent company) through Caricement B.V and to accept the facility; the details of which have been circulated to the shareholders by way of the Explanatory Note issued pursuant to The Nigerian Stock Exchange's Rules Governing Transactions with Related Parties or Interested Persons.

4. Other Acts

- The Directors and/or management of the Company be and are hereby authorized to approve, sign and/or execute all documents, appoint such professional parties and advisers, 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 and/or management of the Company in connection with the above resolutions be and are hereby approved.
- The Company Secretary be and is hereby authorized to take all steps to give effect to these resolutions and, where applicable, to file and/or register same with the Corporate Affairs Commission.

Special Resolutions

5. Increase in Authorized Share Capital

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

That the Authorized Share Capital of the Company be and is hereby increased from **₦5,000,000,000** to **₦10,000,000,000** by the creation of 10,000,000,000 additional ordinary shares of 50 kobo each, ranking pari passu in all respects with the existing ordinary shares of the Company and that the new shares thus created be registered with the Securities & Exchange Commission and consequently that the Memorandum of Association of the Company be amended accordingly.

6. Amendment of the Memorandum of Association

Pursuant to the increase in the authorized share capital of the Company, that the Memorandum of Association of the Company be and is hereby amended by:

- Deleting Clause 6 and substituting it with the following new clause: "THAT the Share Capital of the Company is ₦10,000,000,000.00 divided into 20,000,000,000 Ordinary Shares of 50k each; and
- Adding the following to "Rider A" of the said Memorandum of Association: "By a Special Resolution passed at the Extra-Ordinary General Meeting of the Company convened and held on [September 25, 2018], the authorized capital of the Company was increased from ₦5,000,000,000.00 to ₦10,000,000,000 by the creation of an additional 10,000,000,000 Ordinary Shares of 50k each.

Profile of Rossen Papazov

Mr. Rossen Papazov is the Country Chief Executive Officer (CEO) of Lafarge South Africa Holdings. He joined LafargeHolcim Group in year 2000 as a Business Development Manager. Before then, he worked at the World Bank as a Financial Management Specialist in Sofia, Bulgaria and as a Senior Associate at Arthur Andersen. Rossen holds an MBA from the prestigious International Institute for Management Development, Lausanne, Switzerland and he is a Fellow of the Association of Certified Chartered Accountants, Glasgow, UK. He joined the Board of Lafarge Africa on July 21, 2018.

NOTES:

Proxy

A person entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not also be a member of the company. A proxy form is attached to this notice. All instruments of proxy must be duly executed and deposited at the offices of the Registrar - Cardinal Stone Registrars Limited, 358 Herbert Macaulay Way, Yaba, Lagos - not later than 48 hours before the date of the meeting.

Closure of Register

The Register of Members and Transfer Books will be closed from Monday September 3, 2018 to Wednesday September 5, 2018 - both days inclusive- for purposes of updating the Register.

Circular on Disclosure of Related Party Transaction

The Nigerian Stock Exchange's ("the NSE's") Rules Governing Transactions with Related Parties or Interested Persons require that the issuer of securities (in this instance, Lafarge Africa Plc), obtain the approval of securities holders (the shareholders of Lafarge Africa Plc) for any interested person transaction that is within the NSE's threshold. The attached Explanatory Note outlines the related party transaction in respect of which a resolution is to be proposed and passed at the Extra-Ordinary General Meeting convened by this notice.

Right to Ask Questions

In line with Rule 19.12, The Rule Book of The Exchange, 2015, Part II, Issuers' Rules, Shareholders of the Company have the right to ask questions not only at the Annual General Meeting but also in writing prior to the meeting; written questions must be submitted to the Company Secretary at least 48 hours before the General Meeting at No. 27B Gerrard Road, Ikoyi, Lagos, Nigeria or by email to investorrelations.ng.tech@lafargeholcim.com

Exclusion from Voting

LafargeHolcim - the majority shareholder in Lafarge Africa, in compliance with the requirements of The NSE Rules Relating to Board Meetings and General Meetings of Issuers - has informed Lafarge Africa that, as a related party, the Group, its nominee, associate, related party, or other party acting in concert, will not exercise its right to vote at the EGM. Accordingly, LafargeHolcim is excluded from voting at the EGM

Shareholders entitled to attend the EGM can download a copy of the Explanatory Note using this link:

<https://cardinalstoneregistrars.com/Explanatory-Notes-for-Lafarge-EGM.pdf>

BY ORDER OF THE BOARD



Adewunmi Alode (Mrs.)

Company Secretary

FRC/2018/ICSAN/00000017796

Dated this 24th day of August, 2018

Registered Office Address

27B Gerrard Road, Ikoyi, Lagos