

**PROXY FORM**



**SCHEME OF ARRANGEMENT FOR THE REORGANISATION OF CAPITAL BETWEEN ASHAKACEM PLC AND THE HOLDERS OF ITS FULLY PAID ORDINARY SHARES OF 50 KOBO EACH**

**COURT-ORDERED MEETING** of AshakaCem Plc to be held at the Sheraton Hotel, 1 Ladi Kwali Way, Wuse Zone 4, Abuja on Monday, October 23, 2017 at 10:00 a.m.

I/We ..... of .....being a member/members of AshakaCem Plc hereby appoint ..... or failing him, the Chairman of the Meeting as my/our proxy to act and vote for me/us and on my/our behalf at the Court-Ordered Meeting of the Company to be held on Monday, October 23, 2017 or at any adjournment thereof.

Dated this..... day of ..... 2017

Shareholder's  
Signature.....

(A Corporation must execute and affix a  
Common Seal)

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<b>SPECIAL RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>
1. That the Scheme of Arrangement dated 23rd of September 2017 be and is hereby approved and that the Directors be and are hereby authorized to consent to any modification of the Scheme of Arrangement that the Federal High Court shall deem fit to impose or approve.		
2. That the Company hereby resolves to exchange in aggregate, a total of 302,045,793 (Three Hundred and Two Million, Forty-five Thousand, Seven Hundred and Ninety-Three) ordinary shares of 50 Kobo each ("the Scheme Shares") held by minority shareholders ("Holders"), for shares in Lafarge Africa		
3. That as consideration for the exchange of the Scheme Shares, each Holder of the Scheme Shares shall receive: <ul style="list-style-type: none"> <li>• 57 Lafarge Africa shares for every 202 AshakaCem shares held as at the Delisting Date; and</li> <li>• ₦2 per share</li> </ul>		
4. That the Board of Directors of AshakaCem Plc be and are hereby authorized to take all necessary steps and to consent to any modification of the Scheme of Arrangement that the Court shall deem fit to impose or approve.		

- a. A member (shareholder) entitled to attend and vote at the general meeting is entitled to appoint a proxy in his stead
- b. In the case of joint shareholders, any of such may complete the form, but the names of all joint shareholders must be stated.
- c. If the shareholder is a corporation, this form must be under the common seal or under the hand of some office or attorney duly authorized on their behalf.
- d. Provisions have been made on this form for the chairman of the meeting to act as your proxy, but if you wish, you may insert in the blank spaces on the form (marked\*) the name of any person whether a member of the Company or not who will attend the meeting and vote on your behalf instead of the chairman of the meeting.
- e. All instruments of proxy must be duly stamped by the Commissioner for Stamp Duties and deposited at the office of the Registrar not later than 24 (twenty-four) hours before the date of the meeting.
- f. The proxy must produce the Admission Form sent with the notice of the meeting to obtain entrance to the meeting



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Please, before posting the above form, please tear off this part and retain it for admission to the meeting

**ADMISSION FORM**

Name and Address of Person Attending

Please admit his/her proxy


to the Court-Ordered Meeting of AshakaCem Plc which will be held on Monday, October 23, 2017. The admission form must be produced by the Shareholder or his duly authorized proxy in order to obtain entrance to the Court-Ordered Meeting.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Address: \_\_\_\_\_

No. of Shares Held: \_\_\_\_\_

**THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE REGISTRARS**