



4th Annual General Meeting to be held at 11:00am on Thursday, October 22, 2020 in the Lagos/Osun Hall, Transcorp Hilton Hotel, No. 1, Aguiyi Ironsi Street, Maitama, Abuja.

I/We of
..... member/members of BUA Cement PLC, hereby appoint
..... of

Alternatively, 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 Annual General Meeting of the Company to be held at 11:00am on October 22, 2020.

Dated this day of 2020.

Signature

Number of Share held	
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Resolutions		For	Against
1.	Annual Report and Accounts for the year ended 31 December, 2019		
2.	To declare a dividend (₦1.75k)		
3.	To elect/re-elect the following Directors		
a.	To elect the following Directors who were appointed by the Board during the year and thus retire at the General Meeting and being eligible, offer themselves for election by the General Meeting		
	i. Finn Arnoldsen - Non-Executive Director		
	ii. Yusuf Haliru Binji - Managing Director/CEO		
	iii. Senator Khairat Abdulrazaq-Gwadabe - Independent Non-Executive Director		
	iv. Alhaji Shehu Abubakar - Independent Non-Executive Director		
b.	To re-elect the following Directors who retire by rotation and being eligible offer themselves for re-election		
	i. Alhaji Kabiru Rabiu - Non-Executive Director		
	ii. Mr. Chimaobi Madukwe - Non-Executive Director		
4.	To authorize the Directors to fix the remuneration of the External Auditors (USD300,000) convertible at the prevailing exchange rate		
5.	To elect members of the Audit Committee		
6.	To approve the remuneration of the Directors		
a.	To approve the sum of N5,000,000.00 per annum as the Chairman's fee.		
b.	To approve the sum of N4,000,000.00 per annum as the Non-Executive Directors' Fee		

Please indicate with an 'X' in the appropriate space how you wish your votes on the resolutions set out above, unless otherwise instructed, the proxy will vote or abstain from voting at his own discretion



Resolutions	For	Against
<p>7. To approve the proposed debt capital raising by the Company, ratify the previous actions of the Board of Directors of the Company (the "Board") in respect of the debt capital raising and to authorise the Board and/or any directors and officers of the Company to take all such steps and provide and execute all such documents, as may be required to facilitate the raising of debt capital by the Company and the obtaining of requisite regulatory approvals required for the debt capital raising.</p>		
<p>8. To consider and if thought fit to pass the following as a special resolution of the Company:</p> <p><i>"Article 77 of the articles of association of the Company be and is hereby deleted and replaced with the following (the "Amendment"):</i></p> <p><u>The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party;"</u></p> <p>Explanatory Note to the Above Proposed Special Resolution</p> <p>It is proposed that the full borrowing powers of the Company be vested in the board of directors of the Company. The proposed revision of the article 77 of the articles of association of the Company will vest the borrowing powers of the Company in the board of directors when the resolution is approved.</p>		

Please indicate with an 'X' in the appropriate space how you wish your votes on the resolutions set out above, unless otherwise instructed, the proxy will vote or abstain from voting at his own discretion

1. Please sign this form and send it to reach the address above not later than 10:00am on October 21, 2020. If executed by a corporate body, this form should be sealed under its common seal or under the hand of some office or attorney duly authorized in writing.
2. Shareholder's name to be inserted in BLOCK LETTERS in the blank space provided. In the case of joint shareholders, any one of such may complete the form, but the names of all joint holders must be inserted.
3. Following the normal practice, the Chairman of the meeting has been entered on the form to ensure that someone will be at the meeting to act as your proxy. However, you may insert in the blank space provided the name of any person, whether a member of the Company or not, who will attend the meeting and vote on your behalf.

Before posting the above proxy form, please tear off this part and retain it for admission to the meeting.



ADMISSION FORM

Please admit Shareholder

or in his/her place Mr./Mrs./Miss

to represent him/her at the 4th Annual General Meeting to be held at 11:00am on Thursday, October 22, 2020 in the Lagos/Osun Hall, Transcorp Hilton Hotel, No. 1, Aguiyi Ironsi Street, Maitama, Abuja.

AHMED ALIU Esq.
Company Secretary
FRC/2013/NBA/00000002396

Note: This form should be completed, torn off and produced by the Shareholder or his/her nominee in order to gain entrance to the meeting.

REGISTRARS

AFRICA PRUDENTIALS PLC
220B, IKORODU ROAD
PALMGROOVE
LAGOS