



# PROXY FORM

BUA CEMENT PLC RC 1193879

5th Floor, BUA Hq., PC 32, Churchgate Street, P.O. Box 70106, Victoria Island, Lagos

5<sup>th</sup> Annual General Meeting to be held at 11:00 am on Thursday July 8, 2021 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 11:00 am on July 8, 2021.

Dated this ..... day of ..... 2021

Signature.....

NUMBER OF SHARES HELD [ ][ ][ ] , [ ][ ][ ] , [ ][ ][ ] (Million, Thousands and Hundreds)

RESOLUTIONS		FOR	AGAINST
1.	Annual Report and Accounts for the year ended 31 December 2020		
2.	To declare a dividend (₦2.067 per one ordinary share of 50k)		
3.	To elect/re-elect the following Directors		
	a. To elect the Director who was appointed by the Board during the year and thus retire at the General Meeting and being eligible, offer himself for election by the General Meeting.		
	i. Jacques Piekarski – Executive Director-CFO		
	b. To re-elect the following Directors who retire by rotation and being eligible offer themselves for re-election.		
	i. Finn Arnoldsen – Non-executive Director		
	ii. Khairat Abdulrazaq Gwadabe – Independent Non-executive Director		
	iii. Shehu Abubakar – Independent Non-executive Director		
4.	To authorize the Directors to fix the remuneration of the External Auditors. (USD 300,000) convertible at the prevailing exchange rate.		
5.	To elect members of the Audit Committee.		
6.	To disclose the remuneration of the managers of the company		
<b>SPECIAL BUSINESS</b>			
7.	To approve the remuneration of the Directors.		
	a. To approve the sum of ₦5,000,000.00 per annum as the Chairman's fee.		
	b. To approve the sum of ₦4,000,000.00 per annum as the Non-Executive Directors' fee.		
8.	To consider and if thought fit to pass the following as a special resolution of the Company: "THAT the Articles of Association of the Company be and are hereby amended by inserting the following new article [90A]: [90A] A director may participate in a board meeting by: (a) attending a physical meeting held at such place specified in the notice of board meeting; or (b) means of a conference telephone or similar electronic form of communication, which allows all persons participating in the meeting to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in the quorum and entitled to vote."  <b>Explanatory Note to the Above Proposed Special Resolution</b> As seen by the challenges thrown by the COVID-19 pandemic, it is imperative to provide with legal backing in the Articles of Association, an atmosphere whereby the Company's business can still run smoothly using technology. By this it is proposed that directors be allowed to participate in Board meetings virtually. The proposed inclusion of article [90A] will make this possible.		

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

## NOTES

- Please sign this form and send it to reach the address above not later than 10:00 am on July 6, 2021. If executed by a corporate body, this form should be sealed under its common seal or under the hand of some officer or attorney duly authorized in writing.  
In line with the Company's obligations to comply with the restriction on mass gatherings and social and /or physical distancing guidelines prescribed by the Federal Government of Nigeria in the conduct of the meeting, in addition to the Chairman, members may appoint any of the following as their Proxy for the meeting:
 

1. Mr. Boniface Okezie	6. Mr. Tunji Bamidele
2. Mr. Kabiru Waziri Ibrahim	7. Mrs. Esther Funke Augustine
3. Mr. Mukhtar Mukhtar	8. Mr. Tunde Bhadmus
4. Mrs. Adebisi Bakare	9. Mrs. Adenike David
5. Mr. Alex Adio	10. Mr. Kazeem Olayiwola

The meeting would also be accessible to all members virtually on the Company's website [www.buacement.com](http://www.buacement.com) to avoid the need for physical gathering involving large number of persons.
- 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 this form, but the names of all joint holders must be inserted.
- 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.

### REGISTRARS:

AFRICA PRUDENTIAL PLC  
220B IKORODU ROAD  
PALMGROVE  
LAGOS.