

DANGOTE SUGAR REFINERY PLC

(RC, 613748)

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is Hereby Given, that an Extra-Ordinary General Meeting of Dangote Sugar Refinery Plc (**the Company**) will be held at **12.00noon** on **Thursday**, **July 9**, **2020** at The Eko Hotel & Suites, Plot 1415, Adetokunbo Ademola Street, Victoria Island, Lagos, pursuant to the order of the Federal High Court sitting in Lagos dated 11 May 2020 (the "Court Order"), to conduct the following business:

1. Ordinary Resolution

To consider, and if thought fit, with or without amendments, pass the following resolution as an ordinary resolution of the Company:

"That the authorised share capital of the Company be and is hereby increased from N6,000,000,000 (Six Billion Naira) to N7,500,000,000 (Seven Billion, Five Hundred Million Naira) by the creation of 3,000,000,000 (Three Billion) new ordinary shares of 50 kobo each to rank pari passu in all respects with the existing ordinary shares of the Company."

2. Special Resolutions

To consider and if thought fit pass the following with or without modifications as special resolutions of the Company:

(A) "That Clause 6 of the Company's Memorandum of Association be and is hereby amended by the adoption of a new clause, which reads as follows:

"The share capital of the Company is NGN7,500,000,000 (Seven Billion, Five Hundred Million Naira) divided into 15,000,000,000 (Fifteen Billion) ordinary shares of 50 kobo each."

- (B) "That the Articles of Association of the Company be and is hereby amended by the inclusion of the following new Clauses 69 and 70 (Proceedings of Directors) and subsequent Clauses of the Articles be re-numbered seriatim:
- 69. Approval of written resolutions as aforesaid given by letter or electronic mail purporting to have been initialled by or signed by a Director shall be assumed to have been so initialled or signed.
- 70. (a) Any Director or his or her alternate may validly participate in a meeting of the Board or a Committee of the Board through the medium of conference telephone or any other form of communications equipment (whether in use when these Articles are adopted or developed subsequently), provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting.
- (b) A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, the meeting shall be deemed to take place at the registered address of the company.
- (c) A resolution passed at any meeting held in the above manner, and signed by the Chairman of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the Board (or Committee, as the case may be) duly convened and held."
- (C) "That the Articles of Association of the Company be and is hereby amended by the inclusion of a second paragraph to the current Clause 89 as follows:
- 89 (b) Electronic delivery of meeting notices and documents to

Directors shall be considered as valid and effectual as notices and documents delivered vide a letter by postage and/or hand delivered."

3. Other Acts

"The Directors be and are hereby authorised to take all necessary steps to give effect to these resolutions."

NOTES

By the Court Order, in the interest of public safety, and having regard to the Nigerian Centre for Disease Control (NCDC) COVID-19 Guidance for Safe Mass Gatherings in Nigeria, and the restrictions on public gatherings by the Lagos State Government, attendance at the Extra-Ordinary General Meeting will be by proxy only.

Pursuant to the Court Order, voting at the Extra-Ordinary General Meeting shall be by poll.

Each shareholder may vote by proxy only by ticking the relevant box in their Proxy Form to cast their vote for, or against the proposed resolutions on the agenda. A Proxy Form is being sent to each shareholder.

It is requested that the duly executed Proxy Form (together with any power of attorney or other authority under which the Proxy Form is signed, or a notarised copy of such power of attorney or other authority) be lodged at the office of the Company's Registrars, Veritas Registrars Limited, Plot 89A, Ajose Adeogun street, Victoria Island, Lagos as shown on the Proxy Form, or sent to the Registrars by email to **veritasregistrars@veritasregistrars.com**, not later than 24 hours before the time appointed for the Extraordinary General Meeting.

The Company has made arrangements at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time.

The Meeting will be streamed live online to enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the live streaming of the Meeting will be made available on the Company's website at www.dangotesugar.com.ng.

Shareholders may submit their questions to the Company prior to the date of the Extra-Ordinary Meeting. All such questions must be submitted by email to the Company Secretary on or before Tuesday, July 7, 2020. Shareholders may send questions via email to DSRCompanySecretariat@dangote.com ahead of the Extra-Ordinary Meeting.

The approval of the Corporate Affairs Commission (CAC) was sought and obtained to hold the Extra-Ordinary General Meeting in line with the guidelines on holding of General Meetings of public companies using proxies.

Dated this 9th day of June 2020

By Order of the Board

Temitope Hassan (Mrs.) Company Secretary

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FRC/2017/NBA/0000016669



DANGOTE SUGAR REFINERY PLC

PROXY FORM

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Please indicate how you wish your votes to be cast on the resolutions set out above by placing an "x" in the appropriate space. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.		
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NOTES:

- 1. A member (shareholder) who is unable to attend the Extra-Ordinary General Meeting is allowed by law to vote by proxy and the above proxy form has been prepared to enable you to exercise your right to vote if you cannot personally attend the Meeting.
- In line with order of the Court, attendance at the Meeting shall be by proxy only. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:

c)

- (a) Alhaji Aliko Dangote (GCON)
- b) Mr. Olakunle Alake
- Ms. Bennedikter Molokwu

- (d) Sir Sunny Nwosu
- e) Mr. Nornah Awoh
- f) Mrs. Bisi Bakare

- (g) Dr. Farouk Umar
- Provision has been made on this form for you to insert in the blank spaces on the form (marked*), the names of any of the above-named persons, one of whom will attend the Meeting and vote on your behalf.
- 4. Voting at the meeting will be by poll.
- 5. Please sign this Proxy Form and return it to the "The Registrar, Veritas Registrars Limited at their office address: Plot 89a, Ajose Adeogun Street, Victoria island, Lagos, Nigeria" or via email to veritasregistrars@veritasregistrars.com not later than 24 hours before the time appointed for the meeting and ensure that the proxy form is dated and signed. If executed by a corporate body, the proxy form should be sealed with the Common Seal.
- The Company has made arrangement at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time.
- 7. The Meeting will be streamed live online to enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the live streaming of the Meeting will be made available on the Company's website at www.dangotesugar.com.ng

Before posting the above form, you may tear off this section and retain it

DANGOTE SUGAR REFINERY PLC

EXTRA-ORDINARY GENERAL MEETING ADMISSION CARD

Please admit the shareholder named on this Card or duly appointed proxy to the Extra Ordinary General Meeting to be held at 12:00noon on 9 July 2020 at the Eko Hotel & Suites, Plot 1415, Adetokunbo Ademola Street, Victoria Island, Lagos.

NAME AND ADDRESS OF SHAREHOLDER	
Shareholder's Name	Shareholder
Address	Proxy
Number of Shares	Please tick [x] appropriate box for admission to the meeting
Account Number	1
Signature	

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