

IN THE FEDERAL HIGH COURT OF NIGERIA
HOLDEN AT LAGOS

SUIT NO: FHC/L/CS/1660/2018

IN THE MATTER OF

THE INVESTMENTS AND SECURITIES ACT NO. 29 OF 2007 (ISA)

AND

THE COMPANIES & ALLIED MATTERS ACT CHAPTER C20 LFN 2004 (CAMA)

AND

IN RE:

1. CEMENT COMPANY OF NORTHERN NIGERIA PLC (RC 3111) -1st Applicant
2. KALAMBAINA CEMENT COMPANY LIMITED (RC 1475842) -2nd Applicant

MEETING OF THE HOLDERS OF THE FULLY PAID-UP ORDINARY SHARES OF CEMENT
COMPANY OF NORTHERN NIGERIA PLC

NOTICE IS HEREBY GIVEN that by the ORDER of the Federal High Court, sitting in Lagos (hereinafter called "the Court") dated the 18th day of October 2018 made under the hand of the Honourable Justice M.S. Hassan in the above matter, the Court has directed that a meeting of the holders of the fully paid-up ordinary shares of Cement Company of Northern Nigeria Plc (the "Company") be convened and held for the purpose of considering and if thought fit, approving (with or without modification) a Scheme of Merger between the Company and Kalambaina Cement Company Limited ("Kalambaina Cement") (the "Scheme of Merger"). The Scheme of Merger is explained in detail in the Explanatory Statement on pages 13 to 17 of the Scheme Document.

The meeting will be held at Giginya Coral Hotel, Western Bypass Road, Sokoto, Sokoto State or any other venue approved by the Board of Directors on the 29th November 2018 at 11am, or so soon thereafter, at which place and time all the aforesaid shareholders are requested to attend. A copy of the Scheme of Merger is enclosed herewith.

At the meeting, the following sub-joined resolutions will be proposed and if thought fit passed as special resolutions of the Company:

That:

1. *"The proposed Scheme of Merger dated 05 October 2018, a printed copy of which has been submitted to the meeting and, for the purposes of identification subscribed by the Chairman, and the Board of Directors be and is hereby approved;"*
2. *"The Directors be and are hereby authorised to consent to any modifications of the Scheme of Merger that the Securities and Exchange Commission or the Federal High Court, may think fit to impose and approve;"*
3. *"The authorised share capital of the Company be and is hereby increased from ₦3,268,355,540 to ₦6,571,750,485 by the creation of 6,606,789,890 new shares (the "New Shares") to rank pari passu in all respects and to form a single class with the existing ordinary shares of the Company;"*
4. *"The solicitors of the Company seek an order or orders from the Court vesting all assets, liabilities, licenses, undertakings, including real properties, intellectual property rights and contracts of Kalambaina Cement in the Company without any further act or deed;"*

