

AMENDED NOTICE OF ANNUAL GENERAL MEETING

NOTES

Notice is hereby given that the 53rd Annual General Meeting (AGM) of Julius Berger Nigeria Plc will be held at the Shehu Musa Yar'Adua Centre, 1 Memorial Drive, FCT Abuja, on Thursday, June 15, 2023, at 11:00 a.m., to transact the following business:

Ordinary business

1. To lay before the Company in General Meeting, the Consolidated Audited Financial Statements for the period ended December 31, 2022, as well as the Reports of the External Auditors, the Directors of Julius Berger Nigeria Plc ("the Directors") and the Statutory Audit Committee.
2. To disclose the remuneration of Managers
3. To declare a dividend.
4. To elect / re-elect Directors.
Special notice is hereby given by the Company to the members in accordance with S282 of CAMA 2020 that the following resolution will be moved at the Meeting "Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD be re-elected a Director of the Company notwithstanding that he had attained the age of 70 years on June 30, 2019".
5. To authorise the Directors to fix the remuneration of the External Auditors.
6. To constitute the Statutory Audit Committee.

Special business

7. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - 7.1 THAT the Directors' fee payable to each Director, save Executive Directors, until further notice, be and is hereby fixed at the sum of ₦6.8 million (six million, eight hundred thousand Naira) for each Non-Executive Director, save the Chairman, whose fees shall be fixed at the sum of ₦11 million (eleven million Naira), such payments to be made effective from January 1, 2023.
 - 7.2 THAT the terms of the intra-group loan agreement ("The Agreement") between Julius Berger Nigeria Plc and Julius Berger International GmbH, a wholly-owned subsidiary of Julius Berger Nigeria Plc and a related party within the meaning of S.310 of CAMA and Rule 20.3 of the Rulebook of the Nigerian Exchange Limited (Issuers' Rules) the particulars of which are reproduced in the Annual Reports and Consolidated Financial Statements 2022 be and are hereby approved, and that the Directors be and are hereby authorised to enter into, execute, perform and implement the Agreement, and undertake such other acts as may be necessary or desirable, supplemental or incidental to, and or required to give full effect to this resolution and the Agreement.

By order of the Board,



Mrs. Cecilia Ekanem Madueke
Company Secretary
FRC / 2017 / NBA / 00000017540

10, Shettima A. Munguno Crescent
Utako 900 108 | FCT Abuja

May 15, 2023

Electronic information

Relevant documents in connection with the Meeting are available to all shareholders from the date of this notice on the Company's website www.julius-berger.com.

Proxy

Members of the Company, entitled to attend and vote, are entitled to appoint proxies to **ATTEND AND VOTE** in their stead. A proxy need not be a member of the Company. A proxy form is provided with this Annual Reports and Consolidated Financial Statements (AR & CFS). To be valid for the purpose of the Meeting, the form must be completed, duly stamped at the office of the Commissioner for Stamp Duties and deposited at the office of the Registrars, Greenwich Registrars & Data Solutions Ltd., not later than 48 hours before the time appointed for holding the Meeting.

Each duly completed proxy form shall be counted as one and every member present in person or by proxy shall have one vote. A proxy remains valid provided that no intimation in writing of death, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used. **An objection to a proxy shall be made in due time and shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.**

Closure of Register of Members and Transfer Books

The Register of Members and the Transfer Books will be closed from May 29, 2023 to May 31, 2023, both dates inclusive, for the purpose of dividend.

Appointment of members of the Statutory Audit Committee of the Company

Any member may nominate a shareholder as a member of the Statutory Audit Committee of the Company, by giving notice in writing of such nomination to the Company Secretary, at least 21 days before the date of the AGM. Nominees to the Statutory Audit Committee must be compliant with the laws, codes, rules and regulations guiding listed companies in Nigeria. The information on shareholders nominated as members of the Statutory Audit Committee of the Company would be made available on the Company's website www.julius-berger.com.

Right to ask questions

Members have a right to ask questions, in writing prior to the meeting, on their observations or concerns arising from the AR & CFS 2022, provided that such questions in writing are submitted no later than June 12, 2023. For ease of submission a dedicated email address, jbn.shareholders@julius-berger.com has been created to receive submissions from shareholders.

Dividend

If the dividend recommended by the Directors is approved by the members, the dividend will be paid on June 16, 2023, to members whose names appear in the Register of Members, as at the close of business on May 26, 2023 (qualification date).

Unclaimed dividends

The Company notes that some dividend warrants sent to shareholders are yet to be presented for payment. We have established that some shareholders are yet to mandate their bank accounts for the payment of e-dividends and some shareholders have incomplete contact information. Therefore, all shareholders with "unclaimed dividends" should address their claim(s) to the Registrars, Greenwich Registrars & Data Solutions Ltd., 274 Muritala Muhammed Way, Ebute Metta 101 212, Lagos, or to the Company Secretary at the address of the registered office. Members are being urged to avail themselves of the use of the forms provided to update their information, particularly as it relates to the mandate of their dividend(s), and use of the Central Securities Clearing System (CSCS).

Special Notice

In accordance with S278 of CAMA, Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD has given notice to the Company and by so doing hereby further discloses to members, that he attained the age of 70 years on June 30, 2019. Special notice is given pursuant to S282 of CAMA, in respect of Mr. Ernest Chukwudi Ebi, MFR, FCIB, FIOD, who is over 70 (seventy) years old and is being proposed for re-election as a Director.

Business of the Meeting

The remuneration of "managers" is stated in Note 13, page 106 of the AR & CFS 2022. The Explanatory Circular on the Agreement referred to in Resolution 7.2 is stated on Page 159 in the AR & CFS 2022.