

STATUTORY AUDIT COMMITTEE ELECTION GUIDE

S359(3) of the Companies and Allied Matters Act, Cap C20, Laws of the Federation of Nigeria 2004 (CAMA) requires every public company to establish an Audit Committee, for the objectives stated in S359 (6) of CAMA, which committee according to S359(4) of CAMA must have a maximum of 6 (six) members including three (3) Shareholder Representatives and 3 (three) Directors. This Committee is hereinafter after referred to as the Statutory Audit Committee (“SAC”).

The Code of Corporate Governance of the Securities and Exchange Commission 2011 (“the SEC Code”) requires that members of the Audit Committee should have basic financial literacy and should be able to read financial statements. At least one member should have knowledge of accounting or financial management.

By S359 (4) of CAMA the members of the SAC are subject to re-election annually.

At the 49th AGM, one of the agenda for the meeting is the constitution of the SAC for the 2019 financial year. Shareholders are expected to elect 3 (three) shareholder representatives to serve on the SAC and then constitute the SAC by approving the members of the SAC reached by the combined actions of the election by the shareholders and the nomination by the Directors.

In accordance with S359(5) of CAMA, any **shareholder** may nominate another **shareholder** for appointment to the Audit Committee. Such nomination should be **in writing** and must reach the Company Secretary **at least 21 (twenty-one) days before the Annual General Meeting (“AGM”)** and for the purpose of the **49th AGM of Julius Berger Nigeria Plc**, the final date is **May 30, 2019**.

By May 30, 2019 the following 3 (three) Non-Executive Directors were appointed by the Board at its meeting on March 19, 2019 as the designated director nominees on the SAC for the financial year ending December 31, 2019:

1. HRH Igwe P. N. Anugwu, JP., OFR
2. Engr. Jafaru Damulak
3. Dr. Ernest Nnaemeka Azudialu-Obiejesi

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The profiles of the Director nominees are stated in the annual Audited Consolidated Reports and Financial Statements 2018.

The nominations received from shareholders are tabled below:

S/N	AUDIT NOMINEE	NO of SHARES	QUALIFICATION	DATE OF NOMINATION	NOMINATOR	NO of SHARES
1	EZECHUKWU AUGUSTINE NNAEMEKA	270	BA HONS ENGLISH	12/02/2019	OKEZIE ABRAHAM ONYEMAECHI	36,500
2	ADEBIYI BABAJIDE ADESOLA	50	ACCOUNTANT	27/03/2019	ADEBIYI ADEOLA KATE	5
3	BRIG. GEN. EMMANUEL EBIJE IKWUE, GCON	21,995		28/03/2019	MRS. OLUDEWA THORPE	110
4	SIR NWOSU SUNDAY N.	13,200		04/04/2019	IGBRUDE MOSES O.	757
5	ODEBIYI DAVID OLUTUNDE	1,482	B.SC ECONOMIC / EDUCATION	08/05/2019	BAKARE SHERIFAT	585
6	OYEDELE TAIWO ADEMOLA	184	HND BUSINESS ADMIN.	08/05/2019	ODEBIYI DAVID OLUTUNDE	1,482
7	BAKARE SHERIFAT	585	SSCE	08/05/2019	OYEDELE TAIWO ADEMOLA	184
8	CHIEF TIMOTHY AYOBAMI ADESIYAN	108,655	ACCA	09/05/2019	MR. SUNDAY OLUTAYO OGUNNOWO	1,196
9	OGUNWALE BUKUNMI BENJAMIN	20	HND ACCOUNTANCY	09/05/2019	LAOYE ALIM TITIOYE	215
10	AKINWALE ADEMOLA	43		09/05/2019	OGUNWALE BUKUNMI BENJAMIN	20
11	ADEGOROYE MONISADE OLUKEMI	420	B.SC ACCOUNTING	09/05/2019	AKINTOLA AFOLABI OLUSEGUN	1,100
12	ONIKOYI BABATUNDE YEKEEN	50	B.SC STATISTICS	22/05/2019	OLOWOOKERE SULAIMAN AYINDE	40
13	OLOWOOKERE SULAIMAN AYINDE	40		22/05/2019	ONIKOYI BABATUNDE YEKEEN	50
14	BAKARE OLAYEMI KAFILU	30	B.SC MARKETING	27/05/2019	SOFOLUKE SIGISMUND O.	Not Seen

Please take note that the election will be conducted strictly by show of hands in accordance with S225(3) of CAMA which stipulates that there shall be no right to demand a poll on the election of members of the SAC.