STATUTORY AUDIT COMMITTEE ELECTION GUIDE

S404 (3) of the Companies and Allied Matters Act, 2020 ("CAMA") requires every public company to establish an Audit Committee, for the objectives stated in S404 (4) and (7) of CAMA, which Committee according to S404 (3) of CAMA must have a maximum of 5 (five) members comprising 3 (three) Shareholder Representatives and 2 (two) Directors. This Committee is hereinafter referred to as the Statutory Audit Committee ("SAC").

S404 (5) of CAMA, the Code of Corporate Governance of the Securities and Exchange Commission 2011 ("the SEC Code") and the Nigerian Code of Corporate Governance 2018 ("NCCG 2018") requires that members of the Audit Committee should be financially literate and should be able to read and understand financial statements, and at least one member should be a member of a professional Accounting body established by an Act of the National Assembly. The following requirements of the Audit Regulations 2020 **MUST** be addressed in the constitution of the SAC:

1. Every nominee must have demonstrable evidence of financial literacy;
2. One member of the SAC must be a member of a professional accounting body in Nigeria established by an Act of the National Assembly;
3. There must be demonstrable evidence of registration with the Financial Reporting Council of Nigeria.

By S404 (3) of CAMA the members of the SAC are subject to election annually.

At the 56th Annual General Meeting ("AGM"), one of the agenda for the meeting is the constitution of the SAC for the 2026 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 S404 (6) 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 AGM.** For the purpose of the AGM of **Julius Berger Nigeria Plc,** the final date is **May 28, 2026**.

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Mr. Ernest C. Ebi *MFR, FCIB, FIOD* and Mr. Chidi Anya, *ESQ* were appointed by the Board at its meeting on March 26, 2026 as the designated director nominees on the SAC for the financial year ending December 31, 2026.

The profiles of the Director nominees are stated in the Annual Reports and Audited Consolidated and Separate Financial Statements 2025.

The nominations received from shareholders are tabled below:

S/N	AUDIT NOMINEE	NO OF SHARES	QUALIFI CATION	DATE OF NOMINATION	NOMINATOR	NO OF SHARES	FRCN NO. OF NOMINEE
1.	SIR SUNDAY NNAMDI NWOSU, *KSS, JP*	9,200		11/02/2026	GBAKA JULIET EBERE	621	FRC/2014/PRO/DIR/003/ 00000006788
2..	MR. PETER EYANAKU ONOBERHIE	266	**A LEVEL**	25/02/2026	OREFUWA BABATUNDE ADEMOLA	3,200	FRC/2021/002/00000024924 467069
3.	CHIEF TIMOTHY AYOBAMI ADESIYAN	337,787	**ACCA**	03/03/2026	MR. OGUNNOWO SUNDAY OLUTAYO	1,449	FRC/2013/PRO/ AUDITCOM/002 /00000003745
4.	BRIG. GEN. EMMANUEL EBIJE IKWUE, GCON *(RTD.)*	26,660		28/04/2026	MRS. OLUDEWA THORPE	133	FRC/2015/PRO/AUDITCOM/ 002/0000001120909
5.	MOT OLAYIWOLA TOBUN	2,129	**MPA, PUBLIC ADMIN.**	17/05/2026	MR. ADELEKE OLADIMEJI BOLAJI	12	FRC/2013/AUDITCOM/002 /00000003231

Please take note that the election will be conducted strictly by show of hands in accordance with S249(3) of CAMA which stipulates that there shall be no right to demand a poll on the election of members of the SAC.