



Dangote Cement Plc

Board Charter

Version 3.0

BOARD CHARTER

This Charter sets out the governance framework for the Board of Directors of Dangote Cement Plc ("DCP" or "the Group"), defining its authority, responsibilities, composition and operations. It reflects global best practices and promotes professionalism, accountability, transparency, fairness and ethical conduct in line with sound corporate governance principles.

1. Responsibilities of the Board

The Board is responsible for overseeing strategy, finance, human resources, governance, succession planning, sustainability, risk management, audit, regulatory compliance and shareholder engagement. Key responsibilities include approving strategy, budgets and major transactions; monitoring management performance; overseeing executive appointments and remuneration; promoting good corporate governance and ethical conduct; reviewing succession plans; overseeing sustainability initiatives; approving risk management frameworks; and ensuring effective internal controls, compliance and stakeholder communication.

2. Board Size, Qualification and Composition

The Board shall comprise 11 to 20 Directors with diverse skills, experience and backgrounds. A majority shall be Non-Executive Directors, supported by Independent Non-Executive Directors who meet the criteria set out in the Board Appointment Policy. The Chairman shall be a Non-Executive Director, with the roles of Chairman and GMD/CEO remaining separate at all times.

3. Appointment and Tenure of Directors

Directors are appointed through a transparent nomination process overseen by the Board Remuneration, Governance and Nominations Committee.

Appointments and reappointments are made in accordance with the Company's governance framework, regulatory requirements, and applicable Board-approved policies. Directors are subject to periodic evaluation and review, with continued service based on effectiveness, contribution, independence requirements (where applicable), and the needs of the Company.

4. Re-election of Directors

Non-Executive Directors are subject to annual re-election by shareholders at the AGM. The Board assesses Directors' performance annually and recommends eligible Directors for re-election.

5. Board and Leadership Succession

The Board oversees the appointment and succession planning of Directors and senior leadership and is responsible for filling vacancies on the Board in accordance with the Company's governance framework and applicable regulatory requirements.

6. Directors' Remuneration

The Company maintains a transparent remuneration framework for Directors. Remuneration is structured to ensure accountability, support effective governance, and attract and retain individuals with the requisite skills and experience. Non-Executive Directors receive fixed fees, sitting allowances and reimbursable expenses, while Executive Directors receive performance-based remuneration and are not entitled to sitting allowances.

7. Board Evaluation

The Board undertakes annual evaluations of its performance, as well as that of its committees and individual Directors. Evaluation outcomes are used to inform Board effectiveness, director development, succession planning, re-election and committee appointments.

8. Conflict of Interest and Confidentiality

Directors shall act in the best interests of DCP, avoid conflicts of interest, maintain confidentiality of non-public information and refrain from deriving improper benefits from their position. Directors are also restricted from serving on boards of competing companies.

9. Delegation to Management

The Board delegates responsibility for the day-to-day management of the Group to the GMD/CEO within approved authority limits. The GMD/CEO may further delegate responsibilities to members of management.

10. Board Committees

The Board discharges its responsibilities through the following Committees:

- Board Audit, Compliance and Risk Management Committee.
- Board Finance and Investment Committee.
- Board Remuneration, Governance and Nominations Committee.
- Board Sustainability and Technical Committee.
- Statutory Audit Committee.

Each Committee operates under a Board-approved Charter with clearly defined responsibilities and delegated authority and remains accountable to the Board.