Dangote Cement Plc

Board Remuneration, Governance and Nominations Committee Charter

Version 3.0

BOARD REMUNERATION, GOVERNANCE AND NOMINATIONS COMMITTEE CHARTER

The Board Remuneration, Governance and Nominations Committee (BRGNC) is a Committee of the Board of Directors of Dangote Cement Plc established to assist the Board in discharging its oversight responsibilities relating to governance, nominations, remuneration, succession planning, performance evaluation and human capital management.

1. PURPOSE

The Committee supports the Board by providing oversight and recommendations on:

- Board and Board Committee appointments and succession planning;
- Corporate governance frameworks and policies;
- Remuneration of Directors, Executives and employees;
- Board, Committee and Executive performance evaluation; and
- Human capital strategy and management.

2. AUTHORITY

The Committee is authorized by the Board to:

- Perform activities within its terms of reference;
- Access records, facilities and resources necessary to discharge its duties;
- Obtain independent professional advice at the Company's expense, subject to Board-approved processes; and
- Make recommendations to the Board on matters within its mandate.

3. KEY RESPONSIBILITIES

A. Nomination and Board Composition

The Committee shall:

- Establish criteria for Board and Board Committee membership and assess candidates' qualifications and potential conflicts of interest;
- Recommend appointments of Directors, Committee members and Committee Chairpersons;
- Review and recommend nominations to subsidiary boards;
- Periodically assess the Board's size, structure, composition, diversity, skills and competencies;
- Recommend renewal of Directors' terms based on attendance, performance and contribution; and
- Oversee the induction of new Directors and identify search firms for sourcing Board candidates where required.

B. Governance Oversight

The Committee shall:

- Review and recommend Board and Committee Charters, governance policies and the delegation of authority framework;
- Assess the effectiveness of Board and Committee processes and meeting practices;
- Review the independence status of Independent Non-Executive Directors annually;
- Ensure Directors make annual declarations of interest;
- Oversee Director training and development;
- Monitor implementation of the Group's Code of Conduct; and
- Review the corporate governance section of the Annual Report.

C. Remuneration

The Committee shall:

- Recommend remuneration for the Board Chairman and Non-Executive Directors;
- Review and approve key employment terms and remuneration packages for Executive Directors and Executives;
- Oversee performance-based remuneration frameworks and incentive schemes;
- Recommend short-term and long-term incentive plans;
- Review Directors' and Executives' remuneration at least every two years;
- Monitor market remuneration trends and engage external advisers where necessary; and
- Ensure transparent disclosure of Directors' remuneration and review the Remuneration Report before Board approval.

D. Succession Planning

The Committee assists the Board in overseeing Board composition, succession planning and leadership continuity across the Company.

E. Performance Evaluation

The Committee supports the Board in overseeing the effectiveness and performance of the Board, its Committees, Directors and senior leadership, and provides recommendations on matters relating to governance and leadership development.

F. Human Capital Management

The Committee shall:

- Review and recommend organizational structure, staffing levels and compensation frameworks;
- Oversee human resources strategy, performance management and employee development;
- Review unusual employee compensation and incentive awards;
- Review remuneration of employees periodically;

- Review recommendations relating to the recruitment, promotion and disciplinary matters of the Company Secretary and Senior Management; and
- Receive periodic reports on workforce management, remuneration, promotions and employee engagement outcomes.

4. COMPOSITION

- The Committee shall comprise a minimum of three (3) and a maximum of seven (7) members.
- The majority of members shall be Independent Non-Executive Directors.
- The Chairman of the Board shall neither be a member nor Chairman of the Committee.
- The Company Secretary shall act as Secretary to the Committee.

5. COMMITTEE CHAIRMAN

The Chairman of the Committee shall be an Independent Non-Executive Director appointed by the Board.

6. MEETINGS AND QUORUM

- The Committee shall meet at least twice annually and may hold additional meetings as required.
- Notice of meetings shall ordinarily be issued at least two weeks before the meeting.
- A quorum shall be more than half of the Committee members.

7. REPORTING

The Chairman of the Committee shall report Committee deliberations and recommendations to the Board after each meeting.

8. DISCLOSURE AND EVALUATION

- The Committee Chairman shall be available at the AGM to respond to shareholder questions regarding the Committee's activities.
- The Board shall evaluate the effectiveness of the Committee annually.