

**PROPOSED CHANGES TO THE ARTICLES OF ASSOCIATION**  
**(ARTICLES 45 – 51)**

**Proposed deletions are in ‘red’ while additions are in ‘blue’**

**Rationale for the Amendment:**

Presently Articles 45- 51 of the Company’s Articles of Association give the Company authority to sell unclaimed shares and retain unclaimed dividends belonging to untraced shareholders. This position does not align with the provisions of the Unclaimed Financial Assets Act 2011, which requires that all unclaimed assets be reported, delivered and/or paid to the Unclaimed Financial Assets Authority. The amendment is therefore to align the provisions of the Articles of Association to the law.

| <b>CURRENT ARTICLES FOR DELETION</b>  | <b>PROPOSED NEW ARTICLE</b>   |
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| <p><b>UNTRACED SHAREHOLDERS</b></p> <p>45. The Company may sell (in such manner and for such price as the Directors think fit) the shares of a member or the shares to which a person is entitled to the proceeds of sale by virtue of transmission on death or bankruptcy if:</p> <p>45.1. during the period of 12 years at least three dividends have been payable, in respect of the shares in question sent in the manner authorised by these Articles have remained unclaimed; and</p> <p>45.2. the Company on expiry of the period of 12 years has given notice, by advertisement in a national newspaper, of its intention to sell the shares; and</p> <p>45.3. during the period of 12 years and the period of 3 months following the publication of the advertisement, the Company has received no indication either of the whereabouts or of the existence of the member or any person who is entitled to the shares by law.</p> <p>46. The Company shall also be entitled to sell at the best price reasonably obtainable any additional share issued during the said period</p> | <p><b>UNTRACED SHAREHOLDERS</b></p> <p>45. In compliance with the Unclaimed Financial Assets Act 2011 or such other applicable laws, the Company shall report, deliver and/or pay to the Unclaimed Financial Assets Authority or any other regulator prescribed by applicable law, any unclaimed assets including but not limited to shares and dividends in the Company presumed to be abandoned or unclaimed in law and any dividends remaining unclaimed beyond prescribed statutory periods and the Board may perform such acts as may be necessary to effect such delivery or payment. Upon such delivery or payment, the unclaimed assets shall cease to remain owing by the Company and the Company shall no longer be responsible to the shareholder or his or her estate, for the relevant unclaimed assets.</p> |

of 12 years in right of any share to which Article 45 applies (or in right of any share so issued), if the criteria in sub-paragraphs 45.1, 45.2 and 45.3 of that paragraph are satisfied in relation to the additional share (but as if the words "during the period of 12 years" were omitted from sub-paragraph 45.1 and the words "after the expiration of the period of 12 years," were omitted from sub-paragraph 45.2).

47. To give effect to the sale of any share pursuant to this article:

47.1. in the case of a share in certificated form, the directors may authorise any person to execute an instrument of transfer of the share to the purchaser or a person nominated by the purchaser; and

47.2. in the case of a share in uncertificated form, the directors may:

47.2.1. to enable the Company to deal with the share in accordance with the provisions of this article, require the Operator of a relevant system to convert the share into certificated form; and

47.2.2. after such conversion, authorise any person to execute an instrument of transfer and/or take such other steps (including the giving of directions to or on behalf of the holder, who shall be bound by them) as it thinks fit to effect the transfer.

48. The purchaser shall not be bound to see to the application of the proceeds of sale, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the sale. The Company shall be indebted to the member or other person entitled to the share for an amount equal to the net proceeds of the sale,

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| <p>but no trust or duty to account shall arise and no interest shall be payable in respect of the proceeds of sale.</p> <p>49. The net sale proceeds belong to the Company until claimed under this Article, but it must pay these to the shareholder who could not be traced, or to the person who is entitled to the shares by law, if that shareholder, or that other person, asks for it.</p> <p>50. The Company must record the name of that shareholder, or the person who was entitled to the shares by law, as a creditor for this money in its accounts. The money is not held on trust, and no interest is payable on the money. The Company can keep any money which it has earned on the net sale proceeds. The Company can use the money for its business, or it can invest the money in any way that the directors decide. But the money cannot be invested in the Company’s shares, or in the shares of any holding company of the Company.</p> <p>51. In the case of uncertificated shares, this Article is subject to any restrictions which apply under the CDSC Regulations.</p> |  |
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The proposed amendment will be considered as a Special Resolution at the AGM on the 10<sup>th</sup> day of June 2021.

WAENI NGEA  
Company Secretary