

## ACCEPTANCE FORM

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TO BE COMPLETED BY ALL SHAREHOLDERS OF ASHAKACEM WHO ACCEPT THE TENDER  
OFFER TO SELL SOME OR ALL OF THEIR ASHAKACEM SHARES  
Offer Opens Wednesday, December 10, 2014 and Closes Friday, January 16, 2015

FROM:

STICKER TO BE PRE-AFFIXED BY CITY  
SECURITIES (REGISTRARS) LIMITED  
SHOWING:

SHAREHOLDER'S NAME  
ACCOUNT NUMBER  
NUMBER OF SHARES HELD

TO:

THE REGISTRAR,  
ASHAKACEM PLC,  
CITY SECURITIES (REGISTRARS) LTD,  
358 HERBERT MACAULAY ROAD  
YABA  
LAGOS

Dear Sirs,

**TENDER OFFER FOR UP TO 927,008,865 ORDINARY SHARES OF 50 KOBO EACH  
(REPRESENTING A 41.39% EQUITY INTEREST) TO MINORITY SHAREHOLDERS OF  
ASHAKACEM PLC BY LAFARGE AFRICA PLC**

1. I/We confirm that I/we have read and understand the terms and conditions of the Tender Offer. I/we confirm my/our acceptance of the Tender Offer and wish to deposit some/all the Offer Shares held by me/us in accordance with the terms of the Tender Offer. I/We hereby represent and warrant to Lafarge Africa that I/we am/are the sole owner(s) of the Offer Shares which I/we seek to tender pursuant to the Tender Offer, and that these Offer Shares are free from any mortgage, pledge, equitable interest, claim or any other security interest and I/we have full power and authority to deposit these Offer Shares in acceptance of the Tender Offer.
2. Accordingly,
  - a. **For certificated AshakaCem shares:** I/we surrender my/our original AshakaCem share certificate(s) listed below, which cover the number of AshakaCem shares indicated above:

Share Certificate Number	Number of AshakaCem shares covered by certificate
1	
2	
3	
4	
5	
<b>Total number of AshakaCem shares covered by share certificates</b>	

*\*For shareholders with more than five share certificates, please provide additional details on a plain sheet of paper which should be attached to this form.*

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- b. **For AshakaCem shares held in CSCS:** I/we deposit the AshakaCem shares held by me/us in the following CSCS account(s):

	Account Number	CHN Number	# of AshakaCem shares deposited	Name and Authorised Signatures of Stockbroker with whom AshakaCem shares are domiciled
1				
2				
3				
4				
5				
<b>Total number of AshakaCem shares deposited</b>				

*\*For shareholders holding AshakaCem shares in more than 5 CSCS accounts, please provide additional details on a plain sheet of paper which should be attached to this form.*

- For corporate shareholders: I/We also attach a duly executed Board Resolution authorising that the shares specified in Clause 2 above be deposited pursuant to the Tender Offer.
- I/We understand that the acceptance of the Offer Shares deposited will be subject to the verification of the signatures provided by me/us on this Acceptance Form.
- I/We understand that my/our deposit of the Offer Shares as specified in Clause 1 above is an indication of my/our decision to sell all of the Offer Shares as may be accepted in accordance with the terms of the Tender Offer at the Offer Consideration.
- I/We understand that by accepting the Tender Offer and depositing Offer Shares, and upon the Tender Offer being accepted by Lafarge Africa, I/we sell, assign and transfer all the rights, benefits, title and interest in and to the Offer Shares tendered pursuant to the Tender Offer including any and all dividends and distributions which may be declared on or in respect of the deposited Offer Shares after the Closing Time.
- I/We hereby request that the Consideration payable to me/us for the Offer Shares tendered pursuant to the Tender Offer be settled by crediting the below CSCS account with the Consideration due to me:

CSCS Account Name

CSCS Account Number

CHN Number

Signature of broker

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8. Where CSCS account information is not provided in Clause 7 above, I/we request that the Consideration payable to me/us is provided in the form of a physical share certificate. I/We authorise the despatch of such share certificate by registered post to me/us at the address in AshakaCem's Register of Members on the Qualification Date.
9. I/We advise that I/we may be contacted:
- a. By mobile telephone on .....
  - b. By fax on .....
  - c. By email at .....
10. I/We hereby request that the consideration payable to us/me for the Ordinary Shares tendered and acquired by Lafarge Africa pursuant to the Offer be settled by payment into my/our nominated bank account or by the issue of a warrant in my/our name

**Bank Name:** .....

**Branch Address:** .....

**Bank Account Number:** .....

**Bank Sort Code:** .....

**Authorised Signature and Stamp of Bank:** .....

Signature(s): ..... Date: ..... 2014

For Corporate shareholders:

Designation(s): .....



<b>FOR PROCESSING ONLY - NOT TO BE COMPLETED BY SHAREHOLDERS</b>			
Number of shares tendered	Number of shares accepted	Value of shares accepted	Payment details
		N	