



شركة الإسمنت الخليج
ش.م.ع

Gulf Cement Company P.S.C

شركة مساهمة عامة
Public Shareholding Company

سجل تجاري رقم 2202 Commercial Reg. No.

Date : 6 March 2023

Ref : IR/158/2023



الإمارات

THE EMIRATES

التاريخ : 6 مارس 2023

الإشارة : IR/158/2023

Mr. Hamad Abdullah Al Ali
Head of Listed Companies Department
Abu Dhabi Securities Exchange

المحترم

السيد / حمد عبدالله العلي
رئيس إدارة شؤون الشركات المدرجة
سوق أبوظبي للأوراق المالية

**SUBJECT : Announcing the AGM & opening of the
nomination of the Company's Board of Directors**

الموضوع : دعوة لعقد اجتماع الجمعية
العمومية السنوية وفتح باب الترشيح لعضوية
مجلس إدارة الشركة

Greetings,

تحية طيبة وبعد ...

With reference to above mentioned subject, please be informed that the Securities and Commodities Authority has approved the announcement for the AGM on Monday 3 April 2023 by personal attendance or using remote attendance technology via the audio-visual communication, and also opening of the nomination of the Company's Board of Directors at the vacant position. The company will publish advertisements in this regard on Tuesday 07/03/2023 in Al Khaleej & Gulf Today newspapers.

بالإشارة إلى الموضوع أعلاه ، يرجى التكرم بالعلم بأننا حصلنا على موافقة السادة هيئة الأوراق المالية والسلع على الاعلان عن الدعوة لعقد اجتماع الجمعية العمومية السنوية يوم الإثنين الموافق 3 أبريل 2023 عن طريق الحضور الشخصي واستخدام تقنية الحضور عن بعد بواسطة خاصية الاتصال المرئي والمسموع، والإعلان عن فتح باب الترشيح لعضوية مجلس الإدارة في المركز الشاغر، وستقوم الشركة بنشر الإعلانات يوم الثلاثاء الموافق 07/03/2023 في جريدتي الخليج والخليج اليوم.

Best Regards,

وتفضلوا بقبول وافر الإحترام ...



محمد أحمد إبراهيم الشحي
الرئيس التنفيذي للعمليات

Mohammed Ahmed Eicrahaim Al Sheehi
Chief Operating Officer

المحترمون

نسخة إلى السادة / هيئة الأوراق المالية والسلع

P.O. Box : 5295, Ras Al Khaimah
United Arab Emirates

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Fax : +971 7 2668288 / 2668038
E-mail : info@gulfcement.ae
Website : www.gulfcement.ae

ISO 9001 : 2015 & ISO 14001 : 2015 CERTIFIED
رأس المال المصرح به والمدفوع : 410,548,410 درهم الإمارات
Authorised and paid up capital : AED 410,548,410

ص.ب : 5295 - رأس الخيمة
الإمارات العربية المتحدة
هاتف : +971 7 2668222
فاكس : +971 7 2668288 / 2668038
البريد الإلكتروني : info@gulfcement.ae
الموقع على الإنترنت : www.gulfcement.ae

Invitation to Attend the General Assembly Meeting “47”

The Board of Directors of Gulf Cement Company (P.S.C) is pleased to invite the shareholders to attend the General Assembly Meeting that will be held on Monday 3 April 2023, at 1.00 pm at the company's head quarter-Khor Khwair in Ras Al Khaimah, by personal attendance and by using remote attendance technology via the audio-visual communication feature, according to the procedures described in the notes, to consider the following agenda items:

1. Review and approve the Board of Directors' Report on the company's activities and its financial position for the period ended 31st December 2022.
2. Review and approve the company's External Auditor Report for the period ended 31st December 2022.
3. Discuss and approve the Company's financial statement and statement of profit and loss for the period ended 31st December 2022.
4. Consider the proposal of the Board of Director's to not distribute dividends for the period ended 31st December 2022 .
5. Absolve the Board of Directors member from liability for the financial year ended 31st December 2022.
6. Absolve the External Auditor from liability for the financial year ended 31st December 2022.
7. Appointment or reappointment of the external auditor for the fiscal year 2023, and determining their fees.
8. Election of a board member in the vacant position.

Notes:

- Each shareholder that has the right to attend the General Assembly Meeting may delegate any person elected by such shareholder other than members of the Company's Board under a special written proxy. The proxy has the right to attend the General Assembly meetings and vote on its decisions. In addition, the proxy of a number of shareholders shall not hold in this capacity over 5% of the capital of the company share and shareholders who are minors or interdicted shall be represented by their legal representatives.
- Legal person may delegate one of its representative or those in charge of its management, under a decision passed by its Board of Directors or in like to represent him at the General Assembly of the Company, and the delegate person shall have the authorities granted to him in the proxy.
- The shareholder must sign the proxy form to attend the general assembly meeting and vote on its resolutions according to the requirements of Article 40 of the Governance and approve it by a notary public, chamber of commerce or an economic department in the state, or a bank or a licensed company, provided that the principal has an account with either of them, the shareholder can view the disclosure published on the company's and ADX website regarding procedures for approving the power of attorney.

Registration and voting procedures

1. Shareholders or their representatives can register their attendance and voting through <https://agm-sys.net/gcc/> and to discuss the agenda and electronic voting on each decision directly during the meeting. The power of attorney holders must send a copy from agencies to dalya@gulfcement.ae with name and mobile number to receive messages for registration and voting.
 2. The registration for the AGM Meeting will be start on Sunday 2 April 2023 at 1:00 PM until Monday 3 April 2023 at 1:00 PM.
 3. For more information about the registration and voting procedures, please contact the Company's Investor Relations Department on the phone number: 0097172027377/0097172027378 or e-mail: dalya@gulfcement.ae, as well as the Rodl Middle East office - State of Kuwait.
- Shareholders entitled to vote in the General Assembly Meeting are shareholders recorded in the shareholders register on Friday 31 March 2023.
 - The Annual General Assembly Meeting will only be valid if attend by shareholders or their proxies who represent at least 50% of the company's share. If this quorum is not achieved at the first meeting, the second meeting will be held on Monday 10 April 2023 at the same time and place as the above mentioned. (the second meeting will be considered valid if attend by one or more shareholders).
 - Shareholders can view the company's Financial Statements, Governance Report and Sustainability Report for the year 2022 (Integrated Report) through the company's website: <http://www.gulfcement.ae/investor-relations-ar/> , and the Abu Dhabi Securities Exchange (ADX) Website: www.adx.ae
 - Shareholders can download and browse the Investor Rights Guide issued by the Securities and Commodities Authority (SCA) through the following website: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>
 - For more information, please contact the following:
 - **UAE:** Gulf Cement Company- Ras Al Khaimah, Tel.: +971 7 2668222 – (377/378)
 - **Kuwait:** Rodl Middle East - Tel.: +965 22464577 / +965 22464573

Gulf Cement Company (Public Shareholder's Company) Announcing the opening of nominations for membership of the Board of Directors

The Company's Board of Directors is honored to inform the shareholders of the opening of the nominations for membership of the company's board of directors in the vacant position during the period from Wednesday 08/03/2023 to Friday 17/03/2023. Every person / shareholder who fulfills the conditions for nomination for membership of the board may nominate himself for membership of the Board according to an application submitted to the company's management at its headquarters located in Khor khwair Industrial Zone - Ras Al Khaimah. The application shall be accompanied by a brief description of the applicant and the membership description on the basis of which he wishes to be (executive member - non-executive member - independent member).

General Terms:

1. The number of required members to be elected to the membership of the Board is (1) member.
2. The nomination for the Board will remain open for period of (10) days from the date of announcement, in accordance with the requirements of Article (9) of the Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide and its amendments from time to time.
3. Whoever runs for membership of the Board must meet the conditions stipulated in Federal Law No. (2) of 2015 in the matter of commercial companies and the Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide and the Articles of Association Of the company and its amendments from time to time.
4. The candidacy application should include the documents referred to in Article (10) of the Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide and its amendments from time to time.
5. After the candidacy election is closed, the candidate may not assign his candidacy to another person.
6. The company will publish the names of the candidates and their nomination data on the notice board located at the company's headquarters and on the company's website (www.gulfcement.ae) on 27/03/2023.
7. The list of names of candidates will be given to the Securities & Commodities Authority after the nomination period is closed.
8. The names of the candidates will be approved by the Competent Authority in Ras Al Khaimah before the election process takes place.

Clarifying disclosure regarding the approval of agencies

According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders with the following:

1. Each shareholder who has the right to attend the general assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the Company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.

2. The shareholder signature on the power of attorney referred in clause No. (1) shall be the signature approved by any of the following entities:
 - A. Notary Public.
 - B. Commercial chamber of economic department in the state.
 - C. Bank or company licensed in the state, provided that the agent shall have account with any of them.
 - D. Any other entity licensed to perform attestation works.