



شركة الإسمنت الخليج  
Gulf Cement Company P.S.C  
شركة مساهمة عامة  
Public Shareholding Company  
سجل تجاري رقم 2202  
Commercial Reg. No. 2202

الإمارات  
THE EMIRATES

Date : 7 March 2024

Ref : IR/200/2024

التاريخ : 7 مارس 2024

الإشارة : IR/200/2024

MS/ Disclosure & Compliance Section  
Market Operations Surveillance Dept.  
Abu Dhabi Securities Exchange

السادة / قسم الإفصاح والإمتثال  
إدارة العمليات والرقابة  
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 الترشح 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 Thursday 18 April 2024 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. The company will publish advertisements in this regard on Friday 08/03/2024 in Al Khaleej & Gulf Today newspapers.

بالإشارة إلى الموضوع أعلاه ، يرجى التكرم بالعلم بأننا حصلنا على موافقة السادة هيئة الأوراق المالية والسلع على الإعلان عن الدعوة لعقد اجتماع الجمعية العمومية السنوية يوم الخميس الموافق 18 أبريل 2024 عن طريق الحضور الشخصي واستخدام تقنية الحضور عن بعد بواسطة خاصية الاتصال المرئي والمسموع، والإعلان عن فتح باب الترشح لعضوية مجلس الإدارة، وستقوم الشركة بنشر الإعلانات يوم الجمعة الموافق 08/03/2024 في جريدتي الخليج والخليج اليوم.

Best Regards,

وتفضلوا بقبول وافر الإحترام ...



محمد أحمد علي إبراهيم  
الرئيس التنفيذي بالإنابة  
Mohammed Ahmed Ali Ebrahim  
Acting Chief Executive Officer

المحترمون

نسخة إلى السادة / هيئة الأوراق المالية والسلع

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United Arab Emirates

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الإمارات العربية المتحدة

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E-mail : info@gulfcement.ae  
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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

هاتف : +971 7 2668222  
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البريد الإلكتروني : info@gulfcement.ae  
الموقع على الإنترنت : www.gulfcement.ae

## Invitation to Attend the General Assembly Meeting “49”

The Board of Directors of Gulf Cement Company (P.S.C) is pleased to invite the shareholders to attend the General Assembly Meeting “49” that will be held on Thursday 18 April 2024, 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 2023.
2. Review and approve the company’s External Auditor Report for the period ended 31st December 2023.
3. Discuss and approve the Company’s financial statement and statement of profit and loss for the period ended 31st December 2023.
4. Consider the proposal of the Board of Director’s to not distribute dividends for the period ended 31st December 2023 .
5. Absolve the Board of Directors member from liability for the financial year ended 31st December 2023.
6. Absolve the External Auditor from liability for the financial year ended 31st December 2023.
7. Approval of the company’s Board of Directors expenses & fees policy, in accordance with the Chairman of the Securities and Commodities Authorities Board of Directors decision No.(3/R.M) of 2020 concerning approval of Joint Stock Companies Governance Guide Amended by SCA’S Board of Directors decision No. (2/R.M) of 2024 (SCA Corporate Governance Guide).
8. Approving a proposal to pay fees to the Board of Directors for the financial year December 31, 2023, in accordance with the governance in this regard.
9. Appointment or reappointment of the external auditor for the fiscal year 2024, and determining their fees.
10. Election of the Board of Directors members.

### **Special Resolution**

Approval to add a clause in the Article of Association “a member of the board of directors may receive fees consisting of a lump sum not exceeding (AED 200,000) two hundred thousand dirhams at the end of the financial year”, in the following cases:

A. If the company does not achieve profits.

B. If the company achieves profits in the event that the portion of the member of the board of directors of those profits is less than (AED 200,000) two hundred thousand dirhams as, in this case, it is impermissible to combine the remuneration and the fees. (Subject to approval by the Securities and Commodities Authority).

### **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 company licensed in the state, provided that the agent shall have account with any of them, or a financial markets licensed in the country, or any other entity licensed to perform attestation works and 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](mailto: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 Wednesday 17 April 2024 at 1:00 PM until Thursday 18 April 2024 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](mailto:dalya@gulfcement.ae).
- \* Shareholders entitled to vote in the General Assembly Meeting are shareholders recorded in the shareholders register on Wednesday 17 April 2024.
  - \* 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 Thursday 25 April 2024 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 & Sustainability Report for the year 2023 (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](http://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)



## **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. Financial markets licensed in the country
  - E. Any other entity licensed to perform attestation works.
- 3.** The Proxy form shall include the name & contact number(s) of the shareholder and the brokerage firm who approved the proxy. This form / power of attorney / delegation / Proxy is a guiding form whereby the client has the power to issue the Proxy in accordance with the limits and powers he deems appropriate, all of this is with the obligation that the signature of the shareholder mentioned in the proxy be the signature approved by / with one of the above-mentioned authorities. For further inquiries or clarification please contact us at +971 7 2027377/2027378 or email us at [dalya@gulfcement.ae](mailto:dalya@gulfcement.ae)

## 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 during the period from Friday 08/03/2024 to Sunday 17/03/2024. 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 are (7) members.
2. Nominations for membership of the Board of Directors will remain open for (10) days from the date of the announcement, in accordance with the requirements of Article (9) of the Chairman of the Authority's Board of Directors' Decision No. (3/Chairman) of 2020 regarding the adoption of the Governance Guide for Public Joint Stock Companies, as amended from time to time.
3. A candidate for the Board of Directors shall meet the conditions set out in Federal Decree-Law No. 32 of 2021 on Commercial Companies and the Chairman of the Authority's Board of Directors' Decision No. (3/R.M.) of 2020 on the adoption of the Governance Guide for Public Joint Stock Companies, as amended, and the Company's articles of association, as amended from time to time.
4. The nomination application must be accompanied by the documents referred to in Article (10) of the Chairman of the Authority's Board of Directors' Decision No. (3/ Chairman) of 2020, as amended 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](http://www.gulfcement.ae)) on 25/03/2024.
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.