



شركة إسمنت الخليج ش.م.ع  
**Gulf Cement Company P.S.C**  
 شركة مساهمة عامة  
 Public Shareholding Company  
 سجل تجاري رقم 2202 Commercial Reg. No.



صناعة نظيفة  
 Clean Industry - Sustainable Environment  
 بيئة مستدامة

Date : 17 April 2025

Ref : IR/ 207 /2025

التاريخ : 17 أبريل 2025

الإشارة : IR/ 207 /2025

MS/ Disclosure & Compliance Section  
 Exchange Operations Division  
Abu Dhabi Securities Exchange

المحترمون

السادة / قسم الإفصاح والإمتثال  
 قطاع عمليات السوق  
سوق أبوظبي للأوراق المالية

Dear sir,

تحية طيبة وبعد ،،،

We are pleased to enclose the results of the Gulf Cement Company (PSC) Annual General Meeting, which held on Thursday, April 17, 2025 at 12:00 PM

يسرنا أن نرفق لكم نتائج اجتماع الجمعية العمومية السنوية لشركة إسمنت الخليج (ش.م.ع) المنعقد يوم الخميس الموافق 17 أبريل 2025 الساعة الثانية عشر ظهراً.

Best Regard,

وتفضلوا بقبول وافر الإحترام ،،،



محمد أحمد علي إبراهيم  
 الرئيس التنفيذي  
 Mohammed Ahmed Al Ebrahim  
 Chief Executive Officer

نسخة إلى السادة / هيئة الأوراق المالية والسلع المحترمين

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

Phone : +971 7 2668222  
 Fax : +971 7 2668288 / 2668038  
 E-mail : info@gulfcement.ae  
 Website : www.gulfcement.ae



ISO 9001 : 2015 & ISO 14001 : 2015 and ISO 45001 : 2018  
 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



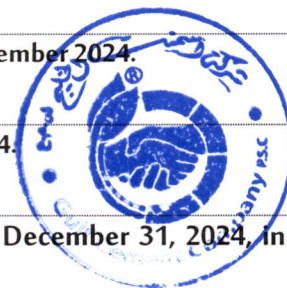


## Results of the General Assembly Meeting

Date:	17 April 2025
Name of the Listed Company:	Gulf Cement Company (P.S.C)
Date and day of the meeting:	Thursday 17 April 2025
The starting time of the meeting:	12:00 pm
The ending time of the meeting :	1:00 pm
Venue of the meeting:	Movenpick Resort at Al Marjan Island-Ras Al Khaimah Via personal attendance / Electronic Participation
Chair of the General Assembly Meeting	Sheikh Omar Bin Saqer Khaled Humaid Alqssimi Chairman
Quorum of the total attendance (percentage of capital) :	63.33 %
Distributed as follows:	
1- Personal attendance rate (%):	% 0.02
▪ Authenticity: (%)	% 0.02
▪ Proxy: (%)	-
2- Attendance through electronic voting (%):	63.31 %
▪ Authenticity: (%)	52.85%
▪ Proxy: (%)	10.46%

### Resolutions of the General Assembly meeting

1. Review and approve the Board of Directors' Report on the company's activities and its financial position for the period ended 31<sup>st</sup> December 2024.  
\* The above agenda item has been approved by 99.69%.
2. Review and approve the company's External Auditor Report for the period ended 31<sup>st</sup> December 2024.  
\* The above agenda item has been approved by 99.65%.
3. Discuss and approve the Company's financial statement and statement of profit and loss for the period ended 31<sup>st</sup> December 2024.  
\* The above agenda item has been approved by 99.65%.
4. Consider the proposal of the Board of Director's to not distribute dividends for the period ended 31<sup>st</sup> December 2024.  
\* The above agenda item has been approved by 99.65%.
5. Absolve the Board of Directors member from liability for the financial year ended 31<sup>st</sup> December 2024.  
\* The above agenda item has been approved by 99.65%.
6. Absolve the External Auditor from liability for the financial year ended 31<sup>st</sup> December 2024.  
\* The above agenda item has been approved by 99.65%.
7. Approving a proposal to pay fees to the Board of Directors for the financial year December 31, 2024, in accordance with the governance in this regard.  
\* The above agenda item has been approved by 99.65%.
8. Appointment of the external auditor for the fiscal year 2025, and determining their fees.  
\* It was approved to appoint Grant Thornton as the company's auditor for Financial Year 2025, and fix his fees, by 99.65%.
9. Approve Appointment of Mr. Dirk Beese board member in the vacant position.  
\* The above agenda item has been approved by 99.65%.







## Resolutions of the General Assembly meeting

10. Consider the conditional cash offer submitted by TC Mena Holdings Ltd ("Offeror") regarding the acquisition of a number of the company's shares representing up to 100% of the Company's issued and fully paid up ordinary shares subject to a minimum acquisition of 50% + 1 of the Company's issued and fully paid up ordinary shares, in accordance with Article (8) of the SCA Chairman Resolution No. (18/RM) of 2017 concerning the merger and acquisition rules for public joint stock companies ("M&A Rules") ("Offer").

\* The above agenda item has been approved by 98.47%, of the votes of those present while voting being withheld for TC MENA Holdings as it is a related party.

11. Consider the Company's Board of Directors' recommendation to accept the conditional cash offer from TC Mena Holdings Limited to acquire a number of the Company's shares representing up to 100% of the Company's issued and fully paid up ordinary shares subject to a minimum acquisition of 50% + 1 of the Company's issued and fully paid up ordinary shares, and to clarify the impact of executing the Offer on the Company's operations.

\* The above agenda item has been approved by 98.47%, of the votes of those present while voting being withheld for TC MENA Holdings as it is a related party.

12. To present the outcomes and recommendations received from the financial advisor and the legal advisor regarding the Offer submitted by TC Mena Holdings Limited.

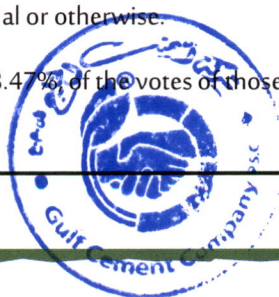
\* The above agenda item has been approved by 98.47%, of the votes of those present while voting being withheld for TC MENA Holdings as it is a related party.

13. To update the Company's share register to record the shares of those who accepted the Offer in the name of the Offeror following the close of the Offer period in accordance with the M&A Rules.

The above agenda item has been approved by 98.47%, of the votes of those present while voting being withheld for TC MENA Holdings as it is a related party.

14. To authorise the Board of Directors, or any person so authorised by the Board of Directors, to adopt any resolution or take any action as may be necessary to implement any of the above resolutions including, without limitation, to apply to Abu Dhabi Securities Exchange to update the Company's share register to record the shares of those who have accepted the Offer in the name of TC Mena Holdings Ltd following the close of the Offer period and to authorise the Board of Directors to communicate with the Securities and Commodities Authority, the Ministry of Economy, the Department of Economic Development and the competent authorities and Abu Dhabi Securities Exchange, and further to be authorised to take all necessary action to amend the records with all persons and entities whether official or otherwise.

\* The above agenda item has been approved by 98.47%, of the votes of those present while voting being withheld for TC MENA Holdings as it is a related party.







### Special Decisions and Resolutions of the General Assembly meeting

➤ **Article (18) Clause (3):**

**Before amendment:** In all cases, the majority of the Directors, including the Chairman must be citizens.

**After amendment :** The majority of the Board members are not required to be citizens of the country, with the exception of the Chairman.

\* The above agenda item has been approved by 99.65%.

➤ **Article (18) Clause (5):**

**Before amendment:** A Director must own a number of shares not less than (5,000) shares. If the Director, at the time of his election, does not own this number of shares, he must, within three months of his election, own the required shares, otherwise his membership will be revoked and the legal entity shall be responsible for the actions of its representative towards the Company.

**After amendment:** (Delete)

\* The above agenda item has been approved by 99.65%.

➤ **Article (21) Clause (7):**

**Before amendment:** A statement specifying the number of shares owned by him or the person nominated by him in the company and a declaration not to sell these shares during his term in the board and to notify the financial markets in which the Company's shares are listed not to dispose of these shares in any way of disposal that transfers ownership, except after the expiration of the membership term or the submission of resignation and the market receives a notification from the Authority in this regard.

**After amendment:** A statement specifying the number of shares owned by him or the person nominated by him in the company.

\* The above agenda item has been approved by 99.65%.

#### Cash Dividends (N/A)

Percentage		Amount	
—		—	
Payment Date	Shareholders' registry closing date	Last Entitlement date	The date of the last day of purchase
—	—	—	—

#### Bonus Shares (N/A)

Percentage		Amount	
—		—	
The total number of shares after the increase		The number of shares to be issued	The number of current shares
—		—	—
Shareholders' registry closing date		Last Entitlement date	
—		—	

.....  
Mohammed Ahmed Ali Ebrahim  
Chief Executive Officer



Date: 17/04/2025



سوق أبوظبي للأوراق المالية  
Abu Dhabi Securities Exchange

### Report Concerning General Assembly Meeting

- ❑ Company Name: Gulf Cement Company (P.S.C)
- ❑ Date: 17 April 2025
- ❑ Time: from 12:00 pm to 1:00 pm
- ❑ Location: Movenpick Resort at Al Marjan Island-Ras Al Khaimah

Designation	Names of Board of Directors
Chairman	Sheikh Omar Saqer Khaled Humaid Alqssimi
Vice Chairman	Mr. Husam Mohammed El-Sayed Hussein Represented by (Al-Khair National for Stocks & Real Estate Co.)
Member	Mr. Abdulla Mohammed Hassan Mohammed Al Housani
Member	Mr. Hamad Fahad Hamad Alwanis
Member	Mr. Esmaeel Hasan Esmaeel Mohammed Alblooshi
Member	Mr. Dirk Beese
Member	Ms. Aarefa Saleh Hareb Alfalahi





### Agenda for General Assembly Meeting

Items	Approved	Not Approved
1. Review and approve the Board of Directors' Report on the company's activities and its financial position for the period ended 31st December 2024.	<input checked="" type="checkbox"/>	
2. Review and approve the company's External Auditor Report for the period ended 31st December 2024.	<input checked="" type="checkbox"/>	
3. Discuss and approve the Company's financial statement and statement of profit and loss for the period ended 31st December 2024.	<input checked="" type="checkbox"/>	
4. Consider the proposal of the Board of Director's to not distribute dividends for the period ended 31st December 2024 .	<input checked="" type="checkbox"/>	
5. Absolve the Board of Directors member from liability for the financial year ended 31st December 2024.	<input checked="" type="checkbox"/>	
6. Absolve the External Auditor from liability for the financial year ended 31st December 2024.	<input checked="" type="checkbox"/>	
7. Approving a proposal to pay fees to the Board of Directors for the financial year December 31, 2024, in accordance with the governance in this regard.	<input checked="" type="checkbox"/>	
8. Appointment of the external auditor for the fiscal year 2025, and determining their fees. * It was approved to appoint Grant Thornton as the company's auditor for Financial Year 2025, and fix his fees.	<input checked="" type="checkbox"/>	
9. Approve Appointment of Mr. Dirk Beese board member in the vacant position.	<input checked="" type="checkbox"/>	





سوق أبوظبي للأوراق المالية  
Abu Dhabi Securities Exchange

Items	Approved	Not Approved
10. Consider the conditional cash offer submitted by TC Mena Holdings Ltd ("Offeror") regarding the acquisition of a number of the company's shares representing up to 100% of the Company's issued and fully paid up ordinary shares subject to a minimum acquisition of 50% + 1 of the Company's issued and fully paid up ordinary shares, in accordance with Article (8) of the SCA Chairman Resolution No. (18/RM) of 2017 concerning the merger and acquisition rules for public joint stock companies ("M&A Rules") ("Offer").	<input checked="" type="checkbox"/>	
11. Consider the Company's Board of Directors' recommendation to accept the conditional cash offer from TC Mena Holdings Limited to acquire a number of the Company's shares representing up to 100% of the Company's issued and fully paid up ordinary shares subject to a minimum acquisition of 50% + 1 of the Company's issued and fully paid up ordinary shares, and to clarify the impact of executing the Offer on the Company's operations.	<input checked="" type="checkbox"/>	
12. To present the outcomes and recommendations received from the financial advisor and the legal advisor regarding the Offer submitted by TC Mena Holdings Limited.	<input checked="" type="checkbox"/>	
13. To update the Company's share register to record the shares of those who accepted the Offer in the name of the Offeror following the close of the Offer period in accordance with the M&A Rules.	<input checked="" type="checkbox"/>	
14. To authorise the Board of Directors, or any person so authorised by the Board of Directors, to adopt any resolution or take any action as may be necessary to implement any of the above resolutions including, without limitation, to apply to Abu Dhabi Securities Exchange to update the Company's share register to record the shares of those who have accepted the Offer in the name of TC Mena Holdings Ltd following the close of the Offer period and to authorise the Board of Directors to communicate with the Securities and Commodities Authority, the Ministry of Economy, the Department of Economic Development and the competent authorities and Abu Dhabi Securities Exchange, and further to be authorised to take all necessary action to amend the records with all persons and entities whether official or otherwise.	<input checked="" type="checkbox"/>	







سوق أبوظبي للأوراق المالية  
Abu Dhabi Securities Exchange

### OTHERS (Special Resolutions)

➤ **Article (18) Clause (3):**

**Before amendment:** In all cases, the majority of the Directors, including the Chairman must be citizens.

**After amendment :** The majority of the Board members are not required to be citizens of the country, with the exception of the Chairman.

- ★ The above clause of the company's articles of association has been amended after obtaining the approval of the competent authorities.

➤ **Article (18) Clause (5):**

**Before amendment:** A Director must own a number of shares not less than (5,000) shares. If the Director, at the time of his election, does not own this number of shares, he must, within three months of his election, own the required shares, otherwise his membership will be revoked and the legal entity shall be responsible for the actions of its representative towards the Company.

**After amendment:** (Delete)

- ★ The above clause of the company's articles of association has been approved to be cancelled, after obtaining the approval of the competent authorities.

➤ **Article (21) Clause (7):**

**Before amendment:** A statement specifying the number of shares owned by him or the person nominated by him in the company and a declaration not to sell these shares during his term in the board and to notify the financial markets in which the Company's shares are listed not to dispose of these shares in any way of disposal that transfers ownership, except after the expiration of the membership term or the submission of resignation and the market receives a notification from the Authority in this regard.

**After amendment:** A statement specifying the number of shares owned by him or the person nominated by him in the company.

- ★ The above clause of the company's articles of association has been amended after obtaining the approval of the competent authorities.







سوق أبوظبي للأوراق المالية  
Abu Dhabi Securities Exchange

Capital (Thousands in AED)			
Authorized		Subscribed	
410,548,410		410,548,410	
Before Increase	Type of increase	Amount of Increase	After Increase
-	Bonus shares	-	-
-	Right issue	-	-
Bonus shares (Nill)			
No. of outstanding Shares	Percentage %	No. of issued Shares	Total No. of Shares after increase
-	-	-	-
Last Entitlement Date (LED)	Ex- Dividends Date (EXD)		Registry Closing Date (RCD)
-	-		-
Right issue (Nill)			
No. of outstanding Shares	Percentage %	No. of issued Shares	Total No. of Shares after increase
-	-	-	-
Last Entitlement Date (LED)	Ex- Dividends Date (EXD)		Registry Closing Date (RCD)
-	-		-
Cash Dividends (Nill)			
Percentage		Value	
-		-	
Stock Split (Nill)			
Par value		No. of outstanding Shares	
Before the split	After the split	Before the split	After the split
-	-	-	-

Name: Mohammed Ahmed Ali Ebrahim

Signature: .....

Date: 17 April 2025

