



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



Date : 14 March 2021

Ref : IR/278/2021

التاريخ : 14 مارس 2021

الإشارة : IR/278/2021

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 to 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 SCA has approved the announcement for the AGM on Sunday 11 April 2021 by using remote attendance technology via the audio-visual communication & the nomination of the Company's Board of Directors. The company will publish advertisements in this regard on Tuesday 16/03/2021 in Al Khaleej & Gulf Today newspapers.

بالإشارة إلى الموضوع أعلاه ، يرجى التكرم بالعلم بأننا حصلنا على موافقة السادة هيئة الأوراق المالية والاسلع على الاعلان عن الدعوة لعقد اجتماع الجمعية العمومية السنوية يوم الأحد الموافق 11 أبريل 2021 عن طريق استخدام تقنية الحضور عن بعد بواسطة خاصية الاتصال المرئي والمسموع، والإعلان عن فتح باب الترشح لعضوية مجلس الإدارة، وستقوم الشركة بنشر الاعلانات يوم الثلاثاء الموافق 16/03/2021 في جريدتي الخليج والخليج اليوم.

Best Regards,

وتفضلوا بقبول وافر الإحترام ،،،



أحمد عبد الله علي الأعماش
العضو المنتدب
Ahmed Abdullah Ali Al Amash
Managing Director

المحترمون

نسخة إلى السادة / هيئة الأوراق المالية والاسلع

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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

ص.ب : 5295 - رأس الخيمة
الإمارات العربية المتحدة

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Invitation to Attend the General Assembly Meeting "45"

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 Sunday 11 April 2021, at 3.00 pm by using remote attendance technology via the audio-visual communication feature with electronic voting during the meeting , 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 2020.
2. Review and approve the company's External Auditor Report for the period ended 31st December 2021.
3. Discuss and approve the Company's financial statement and statement of profit and loss for the period ended 31st December 2020.
4. Consider and approve the proposal of the Board of Director's to distribute 5% as cash dividends of AED 20,527,420.50 at 5 fils per share from the statutory reserve.
5. Absolve the Board of Directors member from liability for the financial year ended 31st December 2020.
6. Absolve the External Auditor from liability for the financial year ended 31st December 2020.
7. Appointment or reappointment of the external auditor for the fiscal year 2021, and determining their fees.
8. Election of members of the Board of Directors.
9. Discussing the appointment of (2) or more representatives of the shareholders to attend the General Assembly Meeting and vote on its decisions on their behalf, and determine their fees.

Special Resolutions:

- Approval of amending articles (1,21,34,37,40,41,44,46,47,50,51,57,63,64) of the company's articles of association to comply with the amendments and provisions of Federal Law No. (2) Of 2015 concerning commercial companies, Subject to the approval of the competent authorities.

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 by sending an email to <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.
2. For more information about the registration and voting procedures, please contact the Company's Investor Relations Department on the phone number: 0097172027377 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 Thursday 8 April 2021.
- * Dividends shall be paid to Shareholders recorded in the shareholders register on Wednesday 21 April 2021.
- * 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 Sunday 18 April 2021 at the same place and time 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 for 2020 & And articles (1,21,34,37,40,41,44,46,47,50,51,57,63,64) of the articles of association of the company to be amended 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>
- * Shareholders whose shares are listed on the Abu Dhabi Securities Exchange must update their contact information and their addresses at the Abu Dhabi Securities Exchange to ensure that the profits are received in the most appropriate manner, as in the event that profits are distributed, this will be done through the Abu Dhabi Stock Exchange.
- * For more information, please contact the following:
 - **UAE:** Gulf Cement Company- Ras Al Khaimah, Tel.: +971 7 2668222 – (377)
 - **Kuwait:** Rodl Middle East - Tel.: +965 22464577 / +965 22464573
- * **Special Resolution:** The decision issued by a majority vote of the shareholders who own at least three quarters of the shares represented at the company's general assembly meeting.

Board of Directors

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:

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.