

Invitation to Attend the General Assembly Meeting "51"



The Board of Directors of Gulf Cement Company (P.S.C.) is pleased to invite the shareholders to attend the 51st General Assembly Meeting, which will be held on Thursday, 16 April 2026, at 1:00 p.m., at Waldorf Astoria Ras Al Khaimah, with the option of attending in person or participating remotely via audio-visual communication technology, in accordance with 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 2025.
2. Review and approve the company's External Auditor Report for the period ended 31st December 2025.
3. Discuss and approve the Company's financial statement and statement of profit and loss for the period ended 31st December 2025.
4. Consider the proposal of the Board of Directors to not distribute dividends for the period ended 31st December 2025.
5. Absolve the Board of Directors member from liability for the financial year ended 31st December 2025.
6. Absolve the External Auditor from liability for the financial year ended 31st December 2025.
7. Approve a proposal to pay fees to the Board of Directors for the financial year December 31, 2025, in accordance with the governance in this regard.
8. Appointment of the external auditor for the fiscal year 2026 and determining their fees.
9. Consider and approve the enhancement of the Company's cement grinding capacity through the lease of the Hamriyah Cement Mill located in Sharjah, pursuant to a lease agreement to be entered into between Gulf Cement Company (as lessee) and TC MENA Holdings Ltd. (as lessor).
10. Consider and ratify the Board of Directors' appointment of Mr. Jose Bernardo Sena Peralta and Ms. Benedetta Buzzi as members of the Board of Directors to fill the two vacant seats on the Board.

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 Wednesday 15 April 2026 at 1:00 PM until Thursday 16 April 2026 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 or e-mail: dalya@gulfcement.ae.

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 several 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.

- 
- Shareholders entitled to vote in the General Assembly Meeting are shareholders recorded in the shareholders register on Wednesday 15 April 2026.
 - 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 23 April 2026 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 2025 (Integrated Report) through the company's website: <https://www.gulfcement.ae/investor-relations> and the Abu Dhabi Securities Exchange (ADX) Website: www.adx.ae
 - Shareholders may review the Guide to Minority Investor Rights published on the SCA's website at: <https://www.sca.gov.ae/ar/regulations/minority-investor-protection>, and the applicable corporate governance and AGM procedures at <https://www.sca.gov.ae/en/regulations/corporate-governance>.
 - For more information, please contact the following:
 - UAE: Gulf Cement Company- Ras Al Khaimah, Tel.: +971 7 2668222 – (377)

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:

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 7 2027377

+971 or email us at dalya@gulfcement.ae

إفصاح توضيحي

بشأن اعتماد التوكيلات

بناءً على متطلبات البندين 1 و 2 من المادة رقم 40 من دليل الحوكمة، نود أن نلفت السادة المساهمين إلى ما يلي:

1. يجوز لمن له حق حضور الجمعية العمومية أن ينيب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها. ويجب ألا يكون الوكيل - لعدد من المساهمين - حائزاً لهذه الصفة على أكثر من (5%) من رأس مال الشركة المصدر، ويمثل ناقصي الأهلية وفاقديها النائبون عنهم قانوناً.
2. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (1) هو التوقيع المعتمد من/ لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.
 - (أ) الكاتب العدل.
 - (ب) غرفة تجارة أو دائرة اقتصادية بالدولة.
 - (ج) بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما.
 - (د) الأسواق المالية المرخصة في الدولة.
 - (هـ) أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.
3. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم وأرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل. إن هذا النموذج / التوكيل / التفويض هو نموذج استرشادي حيث ويكون للموكل إصدار التوكيل وفقاً للحدود والصلاحيات الذي يراها مناسبة، وذلك جميعه مع ضرورة التزام بأن يكون توقيع المساهم الوارد في الوكالة هو التوقيع المعتمد من/ لدى أحد الجهات المذكورة أعلاه، وللمزيد من المعلومات أو الإيضاحات يرجى التواصل على الأرقام التالية:

+971 7 2027377 أو البريد الإلكتروني: dalya@gulfcement.ae