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Web Site: www.fujairahcement.com : موقع على الإنترنت

المصنع : ص.ب: ١١٤٧٧ - دبا الفجيرة
الإمارات العربية المتحدة
هاتف : ٠٩-٢٤٤٤٠١١
فاكس : ٠٩-٢٤٤٤٠١٦ , ٠٩-٢٤٤٤٠٦١
البريد الإلكتروني : fujcem82@eim.ae
البريد الإلكتروني: hofci79@fciho.ae
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Invitation to Attend the Annual General Assembly Meeting Of Fujairah Cement Industries Company (P.J.S.C)

The Board of Directors of Fujairah Cement Industries Company (PJSC) has the honor to invite the shareholders of the company to the Annual General Assembly Meeting, which will be held in-person (with an option of electronically) on Monday, 28/04/2025 at 11.00 A.M, at (Factory) Sheikh Zayed bin Sultan AL Nahyan Street – Dibba Fujairah – Fujairah.

to consider the following agenda:-

1. Listen to and approve the Board of Directors' Report on the Company's activity and its financial position for the fiscal year ended 31/12/2024.
2. Listen to and approve the Auditor's Report for the fiscal year ended 31/12/2024.
3. Discuss and approve the Company's balance sheet and profit and loss account for the fiscal year ended 31/12/2024.
4. Discussing the non-distribution of dividends for the year 2024.
5. Discharge the members of the Board of Directors for the fiscal year ended 31/12/2024.
6. Discharge the auditors for the fiscal year ended 31/12/2024.
7. Appoint / Reappoint the auditors for the year 2025 and AGM determine their fees.

8.Special Decision: -

To consider and approve amending Article (19) of The Company's Board of Directors – section four of Articles of Association:

- Article (19) before amendment: - The company shall be run by a board of directors consisting of (11) members.
- Article (19) after amendment: - The company shall be run by a board of directors consisting of (9) members.

Notes:-

1. As per the guidance of Securities & Commodities Authority, shareholders can vote on decisions through an electronic link (www.smartagm.ae) with the Registrar. Registration opens at 5:00PM on Sunday 27/04/2025. until 10:30AM on Monday 28/04/2025.
2. For inquiries about the registration and voting procedures, please contact the company's investor relations throughout the day on the phone 0567105533 or 092444011/330-331 or e-mail hofci79@fciho.ae, hofci79@fujairahcement.com
3. Any shareholder who has the right to attend the General Assembly may delegate any person other than a member of the Board of Directors or employees of the company or Brokerage company, or their employees under a special written proxy. In such capacity, no proxy may represent more than 5% of the shares in the capital of the Company. Shareholders who lack capacity or competency shall be represented by their legal representatives. (The requirements of sections 1 and 2 of Article 40 of the Chairman's Decision (3/R.M.) 2020 concerning Corporate Governance Guide. Shareholders can view our disclosure regarding approval of proxies rules on our website www.fujairahcement.com and on ADX web.
4. The shareholder signature on the power of attorney referred in clause No. (4) shall be the signature approved by any of the following entities: (A) Notary Public(B) Commercial chamber of the 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. The company should take the necessary procedures to verify this.
5. A corporate person may delegate one of its representatives or those in charge of its management under a decision of its Board of Directors or its authorized deputy to represent such corporate person in the General Assembly of the company. The delegated person shall have the powers as determined under the delegation decisions.
6. Shareholders registered in the shareholder register on Sunday 27/04/2025 shall be entitled to vote electronically.
7. The shareholders registered in the shareholders' register on Tuesday 08/05/2025 shall be entitled to receive dividends.
8. Shareholders can view the financial statements of the company, the integrated report and any documents related to the General Assembly through the website of the Abu Dhabi Securities Exchange (www.adx.ae) and the company's website (www.fujairahcement.com)
9. The meeting of the General Assembly shall not be valid unless it is registered electronically by shareholders who hold or represent by proxy at least (50%) of the Company's share capital. If this quorum for the meeting is not available in the first meeting, the second meeting shall be convened on Monday 05/05/2025 in the same place and time, the shareholder register on Sunday 04/05/2025 shall be entitled to vote electronically, the shareholders' register on Tuesday 15/05/2025 shall be entitled to receive dividends (The second meeting shall be held after a period of not less than five (5) days and not more than fifteen days (15) from the date of the first meeting). The postponed meeting shall be deemed valid irrespective of the number of the shareholders registered electronically.
10. Special Resolution: is a resolution passed by majority vote of the shareholders who hold at least 3/4 of the shares represented in the General Assembly meeting of a joint-stock company.
11. You can view the guide on investor rights in securities, which is available on the main pages of the SCA official website & FCI official website through the following link:
<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>
<http://www.fujairahcement.com/>

Board of Directors.

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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.
- 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.
- 4- For further inquiries or clarification please contact us at:-
 - 00971567105533
 - 0097192444011/330-331
 - or email us at hofci79@fciho.ae
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FUJAIRAH CEMENT INDUSTRIES (P.J.S.C)

Amendment to Article (19 – Management of the Company)

of the company's Article of Association

<u>Section</u>	<u>Article (19) before amendment</u>	<u>Article (19) after amendment</u>
<u>Section Four</u> <u>The Company's Board of Directors</u>	The company shall be run by a board of directors consisting of (11) members.	The company shall be run by a board of directors consisting of (9) members.

