

Invitation for Annual General Assembly Meeting

The Board of Directors of **Sharjah Cement & Industrial Development Co. (PJSC)** is pleased to invite all Shareholders to attend the Annual General Meeting (AGM) through Personal attendance at the company's Headquarters located in the "Al Hisn Tower" building - Floor (14) - Banks Street - Rolla - Sharjah /or Remotely" (through the use of Remote Presence Technology - virtual meeting with visual communication and electronic voting, to be held on **Sunday 21/4/2024 at 11:00 am** ,to discuss the following Agenda.

Agenda for Annual General Meeting:-

1. Review of the Board of Directors' Report in relation to the company's activities for the financial year ended **31/12/2023**
1. Review and approval of External Auditors' Report for the year ended **31/12/2023**
2. Review and approval of the Balance Sheet and Profit & Loss Account of the company for the year ended **31/12/2023**
3. To consider the proposal of the Board of Directors **not to distribute dividends** to shareholders for the fiscal year ending in **31/12/2023**.
4. To consider the proposal of the Board of Directors to **not remunerate** the Board members for the year **2023**
5. To discharge the liability of the Board Members for the financial year **2023**.
6. To discharge the liability of the Auditors for the financial year **2023**
7. Appointment/ Reappointment of Auditors for the Financial Year **2024** and fix their fees.

Remarks:

1. Shareholders registered in the Shareholders Register on **Friday, 19/4/2024** who have the right to attend the AGM, may delegate any person, other than a member of the Board of Directors, employees of the company, or Brokerage Company or its employees to attend the meeting and vote on his behalf, under a specially written proxy. (in accordance with SCA's approved form). A proxy of a number of shareholders shall not hold in this capacity over (5%) of the company's share capital. Shareholders who are minors or legally incapacitated shall be represented by their legal representatives. Provided that the requirements set forth in Clauses (1) and (2) of Article No. (40) of the SCA's Board Chairman Decision No. (3 / RM) of 2020 concerning the approval of the Public Shareholding Company Governance Guide, are taken into consideration. You can read the disclosure published on the company's page and on the ADX's website regarding the procedures required for the approval of the power of attorney.
2. A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its Board of Directors or any similar entity to represent such corporate person in the AGM of the company. The delegated person shall have the powers as determined under the delegation resolution.
3. The shareholder's signature on the power of Attorney referred to in clause No,"1" above, shall be the signature approved by any of the following entities:
 - a) Notary Public.
 - b) Commercial Chamber or Economic Department in UAE.
 - c) A bank or company licensed in UAE provided that the agent shall have an account with any of them.
 - d) **Financial markets licensed in UAE.**
 - e) Any other entity licensed to perform attestation works.
4. Shareholders registered in the Shareholders Register on **Friday, 19/4/2024** shall be entitled to vote in the AGM and registered on the electronic system.
5. The AGM shall only be valid after the electronic registration of shareholders who own or represent by proxy not less than 50% of the company's capital. If this quorum is not met at the first meeting, the Second Meeting will be held on **Sunday,28/4/2024** at the same time and place above mentioned. The Powers of Attorney of the first meeting shall be valid for representation at the second meeting.
6. Shareholders registered in the Shareholders Register on **Wednesday,1/5/2024** shall be entitled to receive the Dividends in the event of the First Meeting, or on **Wednesday, 8/5/2024** in the event of the Second Meeting.
7. Electronic Registration will be opened on **Saturday, 20/4/2024** at 11:00 am and will be closed on **Sunday,21/4/2024** at (11:00) am.
8. For Electronic Registration, the shareholder has to visit the following link: **www.smartagm.ae**.

9. Any proxy holder must send e-mail to **FAB “The Arranger”** the proxies and any supporting documents to the e-mail: **IS@bankfab.com** and mention his personal mobile number so that the Arranger can do the verification and send by short message service (SMS) to complete the registration.
10. To enquire about registration and voting procedures please visit the website: www.smartagm.ae or contact the company’s Investor Relation by phone no: 06-5695666 / e-mail: scidcho@eim.ae.
11. Shareholders can view Financial Statements for the fiscal year ended **31/12/2023** Corporate Governance Report, & Sustainability Report for **2023** and any documents related to the General Assembly Meeting on the following websites:
www.sharjahcement.com / www.adx.ae and the Guide on Investor rights in Securities, on the SCA’s official website on the following link.
<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>
For inquiries, please contact one of the following **phones: 06/5695666- 5684681-5686102**

Board of Directors

Explanatory Disclosure regarding the Approval of Proxies

According to **clause (1) & (2) of Article (40) of the Corporate Governance Guide**, we would like to inform the shareholders with the flowing:

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 decisions. 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 cause No. (1) **shall be the signature approved by any of the following entities, and company should take the necessary verification measures:**
 - a. Notary Public.
 - b. Commercial Chamber or Economic Department in UAE.
 - c. A bank or company licensed in UAE, provided that the agent shall have an account with any of them.
 - d. Licensed Financial Markets in the UAE**
 - e. Any other entity licensed to perform attestation works.

The Power of Attorney form must also include the shareholder's contact numbers and the name and contact numbers of a representative of the brokerage firm or the entity that approved the power of attorney.