

Invitation to attend the Annual General Meeting of RAK Ceramics PJSC

The Board of Directors of RAK Ceramics PJSC has the honor to invite the shareholders to attend the Annual General Meeting in person at **11:00 am on Tuesday 26/03/2024**, to be held at Waldrof Astoria Hotel, located in RAK, Al Jazerrah Al Hamra or through the online presence with electronic voting (link will be sent through emails or text messages to the shareholders), 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 financial year ended 31/12/2023.
2. Listen to and approve the Auditor's Report for the financial year ended on 31/12/2023.
3. Discuss and approve the Company's balance sheet and profit and loss account for the financial year ended on 31/12/2023.
4. Approve the interim cash dividend of AED 99,370,395.80 (10 fils per share) for the first half of the year 2023 which was distributed to shareholders by virtue of a resolution of the Board of Directors adopted on 02 August 2023.
5. Consider and approve the Board of Directors recommendation regarding the distribution of a cash dividend amounting to AED 99,370,395.80 (10 fils per share) for the second half of the year 2023, to bring the total cash dividend for the year ended 31 December 2023 to AED 198,740,791.60 (20 Fils per share).
6. Approve the transfer of the entire general reserve to retained earning amount of AED 82,805,043.21
7. Approve the transfer from the legal reserve to retained earning amount of AED 82,259,823.50, representing the excess of 50% of paid up Capital.
8. Consider and approve a proposal concerning the remuneration of the members of the Board of Director's for the financial year ended 31 December 2023.
9. Discharge the members of the Board of Directors for the financial year ended on 31/12/2023, or remove them and file a liability action against them, as the case may be.
10. Discharge the auditor for the financial year ended on 31/12/2023, or remove them and file a liability action against them, as the case may be.
11. Appoint the auditors for the financial year 2024 and determine their fees.
12. Board of Directors Election

Notes:

1. At the direction of the Securities and Commodities Authority, the Company's shareholders who will attend the general assembly virtually should register their attendance electronically to be able to vote on the items of the general assembly. Registration is open from 4:00pm on Friday, 22 March 2024 and closes at 10.00 am on Tuesday, 26 March 2024. For electronic registration, please visit the following website: www.smartagm.ae.
2. Any shareholders who has the right to attend the General Assembly Meeting May delegate any person other than a member of the Board of Director's 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 Representative (Provided that the requirements set forth in Clause 1 and 2 of article 40 of the Authority's Board of Directors Decision No.(3/RM) of 2020 regarding the approval of the Governance Manual for Public Joint Stock Companies shall be observed).
3. A Corporate Person may delegate on of its representative of those in charge if 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 delegate person shall have the powers as determined under the delegation decisions.

4. Shareholder registered in the shareholders Register on Monday **25/03/2024**, shall be entitled to attend and vote in the General Assembly Meeting.
5. Shareholders registered in the shareholder register on Friday **05/04/2024**, shall be entitled to receive the dividends.
6. The meeting of the General Assembly Meeting shall not be valid unless attended 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 **02/04/2024**, in the same place and time.
7. The shareholders can access and review the financial statement of the Company, the Governance Report and Sustainability Report (Integrated Report) on the website of RAK Ceramics PJSC (www.rakceramics.com) and Abu Dhabi Securities Exchange (www.adx.ae)
8. Shareholders can view the guidance on investor rights in securities, which is available on the main page of the SCA official website according to the following link: www.sca.gov.ae/ar/services/minority-investor-protection.aspx
9. The Shareholders must update their contact details and addresses at Abu Dhabi Securities Exchange to ensure that the profits are received in the most appropriate manner. If the dividends are distributed, this will be done through the Abu Dhabi Securities .



إفصاح توضيحي بشأن اعتماد التوكيلات



بناءً على متطلبات البندين ١ و ٢ من المادة رقم ٤٠ من دليل حوكمة الشركات المساهمة العامة الصادر من هيئة الأوراق المالية والسلع، نود أن نلفت السادة المساهمين إلى ما يلي:

الوكلاء المفوضين عن المساهمين:

١. يجوز لمن له حق حضور الجمعية العمومية أن ينوب 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 بهذه الصفة على أكثر من (٥%) من رأس مال الشركة المصدر. ويمثل ناقص الأهلية وفاقدتها النائبون عنهم قانوناً.
٢. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (١) 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. أي جهة أخرى مخصص لها القيام بأعمال التوثيق
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
 - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر للمساهم.
 - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل.
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

الوكلاء المفوضين عن الشخص الاعتباري

١. يجوز للشخص الاعتباري تفويض أحد ممثليه أو المسؤولين عن إدارته بموجب قرار صادر عن مجلس إدارته أو أي كيان مماثل.
٢. يجب أن يتم توقيع خطاب التفويض أو النموذج من قبل المفوض بالتوقيع عن الشخص الاعتباري وتقديم المستند الداعم مثل التوكيل الرسمي والرخصة التجارية وما إلى ذلك.
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
 - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل.
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

CLARIFYING DISCLOSURE REGARDING THE APPROVAL OF AGENCIES

According to Clauses (1) & (2) of Article (40) of the Governance Guide for Public Shareholding Companies issued by the Securities and Commodities Authority, we would like to inform the shareholders of the following:

Individual Proxyholder:

1. Any 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 or economic department in the state
 - c - Bank or company licensed in the state, provided that the agent shall have an account with any of them.
 - d - Any other entity licensed to perform attestation works.
3. In addition to the above please, provide the following:
 - Valid Emirates ID copy (Front and Back) or Passport Copy of the shareholder
 - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.

Corporate Proxyholder

1. 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.
2. The delegation letter or form should be signed by an authorized signatory and provide the supporting document such as POA, Trade License etc.
3. In addition to the above please, provide the following:
 - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.