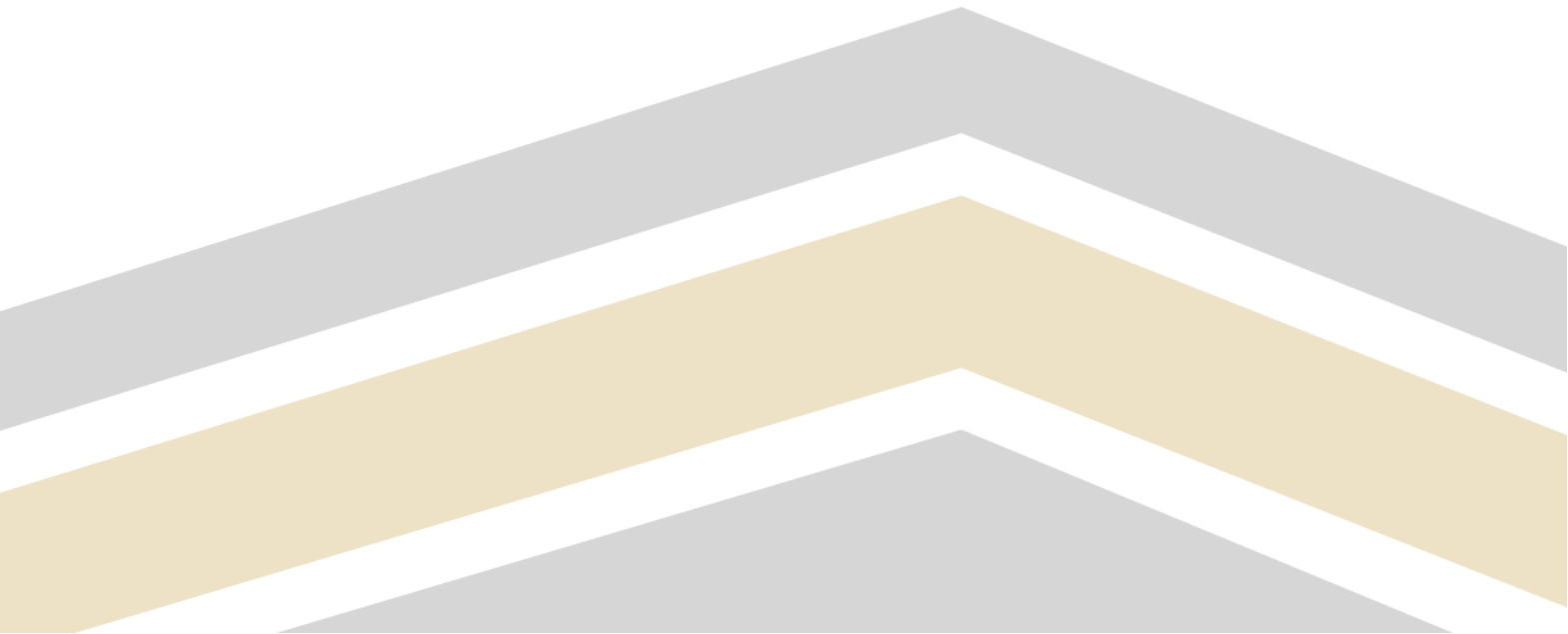




اسمنت أم القرى
Umm Al Qura Cement

Extraordinary General Assembly Meeting Agenda





Agenda of Extraordinary General Assembly Meeting

1	Review and discuss the Board of Directors' report for the year ending on December 31, 2023.
2	Review and discuss the annual Financial Statements for the year ending on December 31, 2023.
3	Vote on and discuss the auditor's report for the fiscal year ending on December 31, 2023.
4	Vote on discharging the members of the Board of Directors from their liabilities for the year ending on December 31, 2023
5	Vote on appointing the company's auditor from among the candidates based on the recommendation of the Audit Committee, in order to examine, review and audit the financial statements for the second, third and annual quarters of the fiscal year 2024 AD, and the first quarter of the year 2025 AD, and determine the audit fees.
6	Voting on the Board of Directors' recommendation not to distribute dividends to shareholders for the financial year ending on December 31, 2023
7	Vote on authorizing the Board of Directors to distribute interim dividends semi-annually or quarterly for the fiscal year 2024
8	Vote on amending the audit committee's work regulations. (Attached)
9	Vote on amending the work regulations of the Nominations and Remuneration Committee. (Attached)
10	Vote on amending the policies, criterias and procedures for nomination for membership in the Board of Directors. (Attached)
11	Vote on amending the remuneration policy for members of the Board of Directors and the committees emanating from the Board and Executive Management. (Attached)
12	Vote to elect members of the Board of Directors from among the candidates for the next session, which begins on July 4, 2024, for a period of three years and ends on July 3, 2027. (Attached are the CVs of the candidates)
13	Vote on amending Article No. (1) of Articles of Association, related to (Incorporation of the company), Attached.
14	Vote on amending Article No. (3) of the company's Articles of Association, related to (The company's aims), Attached.
15	Vote on amending Article No. (4) of the company's Articles of Association, related to (Participation and ownership in companies), Attached.
16	Vote on amending Article No. (5) of the company's Articles of Association, related to (The company's head office), Attached.
17	Vote on amending Article No. (6) of the company's Articles of Association, related to (The company's term), Attached.
18	Vote on amending Article No. (10) of the company's Articles of Association, relating to (Selling shares of unpaid value), Attached.
19	Vote on amending Article No. (12) of the company's Articles of Association, related to (Shares trading), Attached.
20	Vote on deleting Article No. (13) from the company's Articles of Association, related to (Shareholders' register), Attached.
21	Vote on amending Article No. (14) of the company's Articles of Association, related to (Capital increase), Attached.



22	Vote on amending Article No. (15) of the company's Articles of Association, related to (Reducing capital), Attached.
23	Vote on amending Article No. (16) of the company's Articles of Association, related to (Company management), Attached.
24	Vote on amending Article No. (17) of the company's Articles of Association, related to (Expiration of board membership), Attached.
25	Vote on amending Article No. (18) of the company's Articles of Association, related to (Vacant position on the board), Attached.
26	Vote on amending Article No. (20) of the company's Articles of Association, related to (Board members' remuneration), Attached.
27	Vote on amending Article No. (21) of the company's Articles of Association, relating to (The authorities of the chairman, deputy, managing director, and secretary), Attached.
28	Vote on amending Article No. (22) of the company's Articles of Association, related to (Board meetings), Attached.
29	Vote on amending Article No. (23) of the company's Articles of Association, related to (Board meeting quorum), Attached.
30	Vote on amending Article No. (24) of the company's Articles of Association, related to (Board Deliberations), Attached.
31	Vote on amending Article No. (25) of the company's Articles of Association, related to (Attending Assemblies), Attached.
32	Vote on deleting Article No. (26) from the company's Articles of Association, related to the (Constituent Assembly), Attached.
33	Vote on deleting Article No. (27) from the company's Articles of Association, related to (The Powers of the Constituent Assembly), Attached.
34	Vote on amending Article No. (28) of the company's Articles of Association, related to (The Powers of the Ordinary General Assembly), Attached.
35	Vote on amending Article No. (29) of the company's Articles of Association, related to (The Authorities of the Extraordinary General Assembly), Attached.
36	Vote on amending Article No. (30) of the company's Articles of Association, related to (Calling for Assemblies), Attached.
37	Vote on deleting Article No. (31) from the company's Articles of Association, related to (Assembly Attendance Record), Attached.
38	Vote on amending the article of Article No. (32) of the company's Articles of Association, related to (the Quorum for the Ordinary Assembly Meeting), Attached.
39	Vote on amending the article of Article No. (33) of the company's Articles of Association, related to (Quorum for the Extraordinary Assembly Meeting), Attached.
40	Vote on amending Article No. (34) of the company's Articles of Association, related to (Voting in Assemblies), Attached.
41	Vote on amending Article No. (35) of the company's Articles of Association, related to (Assembly Resolutions), Attached.

42	Vote on deleting Article No. (38) from the company's Articles of Association, related to (Committee Formation), Attached.
43	Vote on deleting Article No. (39) from the company's Articles of Association, related to (The Quorum for the Committee Meeting), Attached.
44	Vote on deleting Article No. (40) from the company's Articles of Association, related to (The Committee's Authority), Attached.
45	Vote on deleting Article No. (41) from the company's Articles of Association, related to (Committee Reports), Attached.
46	Vote on amending Article No. (42) of the company's Articles of Association, related to (Appointing the Auditor), Attached.
47	Vote on amending Article No. (43) of the company's Articles of Association, related to (The Auditor's Authorities), Attached.
48	Vote on amending Article No. (45) of the company's Articles of Association, related to (Financial Documents), Attached.
49	Vote on amending Article No. (46) of the company's Articles of Association, related to (Dividend Distribution), Attached.
50	Vote on deleting Article No. (48) from the company's Articles of Association, related to (Distribution of Dividends for Preferred Shares), Attached.
51	Vote on amending Article No. (49) of the company's Articles of Association, related to (Company Loss), Attached.
52	Vote on amending Article No. (50) of the company's Articles of Association, related to (Liability Claim), Attached.
53	Vote on amending Article No. (51) of the company's Articles of Association, related to (Expiration of the Company), Attached.
54	Vote on deleting Article No. (52) of the company's Articles of Association, related to (The Companies' Articles of Association), Attached.
55	Vote on amending the Article No. (53) of the company's Articles of Association, related to (Publication), Attached.
56	Vote on adding article No. (23) in the Company's articles of association, related to (Issuing Decisions on Urgent Matters), Attached.
57	Vote on adding article No. (39) in the Company's articles of association, related to (Creation and Usage of Reserves), Attached
58	Vote on amending the company's Articles of Association in accordance with the new companies' Articles of Association regulations and rearranging and renumbering the articles of the company's Articles of Association; To comply with the proposed amendments. (Attached).
59	Vote on transferring the balance of the statutory reserve amounting to (32,070,228) Saudi riyals, as shown in the financial statements for the fiscal year ending on 12/31/2023 AD, to the retained earnings account.

INDEPENDENT AUDITOR'S REPORT

To: the Shareholders
UMM AL-QURA CEMENT COMPANY
(Saudi Joint Stock Company)

Riyadh - Kingdom of Saudi Arabia

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Umm Al-Qura Cement Company**, a Saudi Joint Stock Company ("the Company"), which comprise the statement of financial position as at 31 December 2023, and the statement of profit or loss and other comprehensive income, statement of changes in equity, and statement of cash flows for the year then ended, and the notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at 31 December 2023 and its financial performance and its cash flows for the year then ended in accordance with (IFRS Accounting Standards) as endorsed in the Kingdom of Saudi Arabia, and other standards and pronouncements issued by the Saudi Organization of Chartered and Professional Accountants (SOCPA).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs") that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the requirements of International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the "Code"), that are relevant to our audit of the financial statements and we have fulfilled our other ethical responsibilities in accordance with the Code's requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matter

The company's financial statements for the financial year ending on December 31, 2022 were audited by another auditor, who expressed an unmodified opinion on those statements on Shaaban 28, 1444 H (corresponding to March 20, 2023).

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent Auditor's Report to the Shareholder of Umm Al-Qura Cement Company (Saudi Joint Stock Company) Riyadh - Kingdom of Saudi Arabia (Continued)

Key audit matters (continued)

Attendance at physical inventory counting	
Key audit matter	How the matter was addressed during our audit
<p>As mentioned in Note (8), the carrying value of the Company's inventory as at 31 December 2023 amounting to SAR 388,388,265.</p> <p>As at 31 December 2023 the carrying value includes work in progress inventory - Clinker amounting to SAR 342,726,502.</p> <p>Due to the difficulty of counting the clinker inventory because it takes the form of piles, the Company uses procedures to estimate the actual quantity of clinker inventory available at year end by estimating the clinker piles available at year end, and these procedures depend on surveying these piles, measuring their density, and converting these measurements into quantities.</p> <p>We considered this to be a key audit matter as the inventory is material balance, as well as the procedures used by the Company to estimate the physical quantity of clinker inventory at the end of the year.</p> <p>For more details of the accounting policies refer to Note (3-10).</p>	<ul style="list-style-type: none"> - Obtained management's physical inventory counting instructions to understand and assess their instructions and procedures regarding the cut off procedures (details of inventory movement just prior to, during and after the count inventory), and the recording of the actual counts of the Company's inventory. - Evaluated the competency, capabilities, and objectivity of the inspection team used by management in counting the clinker inventory. - Attended the physical inventory count conducted by the Company to observe the implementation of the management's procedures for counting, the identification of obsolete, damaged items of inventory, in addition to our test counts performed. - Obtained a copy of the final listing of the Company's physical inventory, and inspected that it is accurate, complete and reflects the actual inventory counts. - Based on our accumulated audit knowledge and experience, evaluated the appropriateness and reasonableness of the procedures used for estimating the physical quantity of clinker inventory piles, and tested the arithmetical accuracy of the used model. - Reviewed the adequacy of the Company's disclosures included in the accompanying financial statements for compliance with accounting standards that are relevant to inventory.
Revenues Recognition	
Key audit matter	How the matter was addressed during our audit
<p>As mentioned in accounting policy (3-22) – The Company applies IFRS (15) – Revenues from contract with customers.</p> <p>The Company generated revenues of SR 168,9 million for the year ended 31 December 2023.</p> <p>Revenues is a key indicator for measuring performance and this implies the presence of inherent risk by overstatement of revenues recognition increase profitability. Therefore, revenues recognition was considered a key audit matter.</p> <p>For more details of the disclosure refer to Note (19).</p>	<ul style="list-style-type: none"> - Evaluation of the revenue recognition process, taking into account the requirements of the relevant accounting standards, and an assessment of the appropriateness of the accounting policies used. - Test the design and implementation of internal control procedures related to revenue recognition and their operational effectiveness, including anti-fraud control procedures. - Conducting analytical audit procedures for revenues, by comparing sales quantities and prices for the current year with the previous year, and determining whether any significant trends as light of our understanding the current market conditions. - On sample basis, test revenues transactions with the supporting documents, to verify that the revenues are recorded at the correct amount and in their correct period.

Independent Auditor's Report to the Shareholder of Umm Al-Qura Cement Company (Saudi Joint Stock Company) Riyadh - Kingdom of Saudi Arabia (Continued)

Other information

Other information consists of the information included in the company's annual report for the year 2023, other than the financial statements and auditor's report thereon. Management is responsible for other information included in its annual report.

Our opinion on the financial statements does not cover other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

Responsibilities of the Management and Those Charged with Governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by SOCPA and Regulations for Companies and the Company's By-laws, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Charged with Governance, in particular the Audit Committee, are responsible for overseeing the company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs that are endorsed in the Kingdom of Saudi Arabia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with International Standards on Auditing as endorsed in the Kingdom of Saudi Arabia, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Independent Auditor's Report to the Shareholder of Umm Al-Qura Cement Company (Saudi Joint Stock Company) Riyadh - Kingdom of Saudi Arabia (Continued)

Auditor's responsibilities for the audit of the financial statements (Continued)

- Conclude on the appropriateness of the management use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence with regard to the financial information of establishments or commercial activities within the company, to express an opinion on the financial statements. We are responsible for directing, supervising and implementing the Company's review process. We remain solely responsible for the audit opinion.

We communicate with those charged with governance, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter, or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For Dr. Mohamed Al-Amri & Co.

Maher Taha Al Khatib
Certified Public Accountant
License Number 514



Date: 25 Sha'ban 1445(H)
(corresponding to 6 March 2024G)

Audit Committee Report

To the Ordinary General Assembly

For the fiscal year ending on December 31, 2023

Umm Al Qura Cement Company

Introduction:

The audit committee of the Umm Al Qura Cement Company (UACC) is pleased to present its annual report about the adequacy of the internal control regulation and the works carried out by the committee for the financial year 2023 to the board of directors of the company and shareholders of the company at the meeting of the annual general assembly in accordance to the governance regulations issued by Capital Market Authority (CMA).

Composition of the AC Committee:

On 28 April 2021, the Ordinary General Assembly approved the formation of the Audit Committee and determined Audit Committee members' responsibilities, scope of work and rewards. The Audit Committee term started since July 04, 2021, for the period of three years ending on July 03, 2024.

The current Audit Committee is composed of an independent member of the Board, member from the outside of the board and one non-executive member and conduct its duties in line with the approved Audit Committee Charter.

The committee was composed of the following members:

Members of the Audit Committee **01 Jan 2023 till 29 Mar 2023**

- 01** | **Mr. Yousef Alsohibani**
Chairman of the Audit Committee, member from the outside of the Board
- 02** | **Mr. Fawaz Hamad Alfawaz**
Member from the outside of the Board
- 03** | **Mr. Saud Mohamed Alsabhan**
Member of the Board.

On March 29, 2023, Mr. Yousef Alsohibani resigned from his position as Chairman of the Audit Committee at UACC. Additionally, the Board approved the appointment of Mr. Abdullah Hamdan Alsourayia, an independent board member, as a new member of the Audit Committee. On May 4, 2023, the General Assembly of Shareholders approved the Board's decision.

As a result, the current Audit Committee is now comprised of the following members:

Members of the Audit Committee

30 Mar 2023 till 31 Dec 2023

- 01** | **Mr. Saud Mohamed Alsabhan**
Chairman of the Audit Committee, Non-executive member of the Board.
- 02** | **Mr. Fawaz Hamad Alfawaz**
Member from the outside of the Board
- 03** | **Mr. Abdullah Hamdan Alsourayia**
Independent member of the Board.

The works of the committee during 2023:

1. Financial Reporting

The Audit Committee reviewed the quarterly & annual financial statements for the year 2023. The results and clarifications were discussed with the external auditors and the executive management, and their recommendations were submitted to the board of directors to consider their approval. Major areas were;

- a) Discussed the financial statements, financial & accounting policy with management.
- b) Examined the impact of acquiring new limestone quarry on the cost of cement production.

2. External Audit

- a) Assessed and ensured Independence & objectivity of external auditors (BDO) during review of UACC financial statements.
- b) Discussed the key audit matters and reviewed / audited financial statements with the external auditor (BDO).
- c) Recommended three audit firms to the Board of Directors to be approved by the General Assembly.



3. Internal Audit

- a) The Audit Committee reviewed internal audit reports during the year 2023 and discussed the Executive management on audit findings & remediation measures as per the internal audit plan.
- b) The Audit Committee reviewed and ensured functional reporting of internal audit to the Audit Committee to maintain independence & objectivity.

4. Governance Review

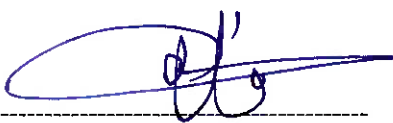
The Audit Committee of the Umm Al Qura Cement Company carried out the several tasks in 2023 to fulfill its obligations under governance including review of the corporate governance framework, policies & procedures, bylaws, and implementation of the policies & procedures.

Opinion of the Committee on the Adequacy and Effectiveness of internal controls & Risk Management System:

The Audit Committee concluded that the company's internal control system and risk management system are reasonably adequate and effective in general. However, it needs development and improvement in several areas to keep pace with the size and nature of the company's business. The Audit Committee discussed the observations reached through internal and external audits with the executive management and reviewed the corrective measures plan to mitigate risks and internal controls. The Audit Committee would follow up on the implementation of the corrective actions plan during the year 2024.

Audit Committee Member

Mr. Fawaz Hamad Alfawaz,



Audit Committee Member

Mr. Abdullah Hamdan Bin
Sourayia,



Chairman, Audit Committee

Mr. Saud Mohamed Alsabhan



Date: February 27, 2024

Subject: Audit Committee Recommendation to the Board of Directors of Umm Al-Qura Cement Company for nominating external auditors

During the 47TH Audit Committee Meeting on February 27, 2024, the Audit Committee reviewed and discussed the proposals presented by external audit firms for conducting the audit of the company's financial statements for the year 2024 and the first quarter of 2025 in accordance with International Financial Reporting Standards that are endorsed

S#	Name of the external audit firm		Total Annual Fee (SAR)
01	Dr. Mohamed Al-Amri & Co	BDO	360,000
02	At El Sayed El Ayouty & Co	Moore	330,000
03	PKF Al-Bassam & Co.	PKF	779,000

by the kingdom of Saudi Arabia and other standards issued by Saudi Organization for Certified Public Accountants.

The committee recommends to the Ordinary General Assembly for the final selection of the office of Dr. Muhammad Al-Amri & Partners Certified Public Accountants (BDO) to examine, review, and audit the financial statements for the second, third, and annual quarters of the fiscal year 2024, and the first quarter of the year 2025. This recommendation is based on the firm's previous experience in reviewing and auditing the company's financial statements, as well as their expertise in the work, records, and accounts of Umm Al-Qura Cement Company. Their fees were proposed as the primary option, with the office of Ibrahim Ahmed Al-Bassam and his partners company as the secondary option.