



## Saudi Cement Company Invites its Shareholders to Attend the Ordinary General Assembly virtual Meeting (First Meeting)

The Board of Directors of Saudi Cement Company would like to invite its shareholders to attend the Ordinary 65<sup>th</sup> General Assembly meeting to participate and vote, which is scheduled to be held at 10:30 PM in the evening on Thursday 22 / 09 / 1444 AH corresponding to 13 / 04 / 2023 G from the company's headquarter in Dammam, Online via Tadawulaty Platform (<http://tadawulaty.com.sa>),

In order to consider the following agenda:

- 1 : View and discuss the Board of directors' report for the year ended 31 December 2022.
- 2 : View and discuss the Consolidated Financial Statements for the fiscal year ended on 31 December 2022
- 3 : Vote to approve the External Auditors report for the year ended on 31 December 2022
- 4 : Vote on the discharge of Board of Directors members from liabilities for their management of the company during the financial year ended 31 December 2022.
- 5 : vote on appointing an external auditor for the company among the nominees based on the recommendation of the Audit committee to review and audit the second and third quarters and yearend of 2023, in addition to first quarter of 2024 financial statements and determine their fees.
- 6 : Vote on the board resolution in regards of the distributed cash dividend to the shareholders for the first half of the fiscal year 2022, (SAR 1.5) per share representing (15%) of the share nominal value with total amount of SAR 229.5 million. (Attached)
- 7 : Vote on the Board of Director's recommendation to distribute cash dividends to the shareholders for second half of 2022, at (1.75) Riyals per share which is equivalent to (17.5%) of the company's share capital with a total amount of (267.75) million riyals provided the eligibility for dividend will be to Shareholders who own the shares at the end of trading day on the day of general assembly and who are registered in the Company's shareholders register at Securities Depository Center (Edaa) by the end of the second trading day following the entitlement date, and The distribution date will be at 07-05-2023 corresponding to 17-10-1444.
- 8 : Vote on disbursement of SAR 5,344,240 (Five million three hundred and forty-four thousand two hundred and forty Saudi riyals) as remuneration to the board members for the fiscal year of 2022.
- 9 : Vote on the business and contracts that will be concluded between the company and Cement Industry Products Company Ltd., which is the member of the Board of Directors and CEO , Mr. Mohammad bin Ali Al-Garni, has an indirect interest in (related party), noting that the amount of the transaction for the year 2022 amounted to 46,036,317 Saudi riyals, which is the purchase of empty cement bags, and there are no preferential terms for this type of contract . (attached)
- 10 : Vote on the business and contracts that will be concluded between the company and Wataniya Insurance Company, which is the member of the Board of Directors Mr. Amin bin Musa Al-Afifi has an indirect interest in (related party), noting that the amount of the transaction for the year 2022 amounted to 7,572,107 Saudi riyals, which is an insurance coverage of the company's property except for medical insurance, there are no preferential terms for this type of contract. (attached)
- 11 : vote on authorizing the Board of Directors to distribute interim cash dividends to the shareholders on biannual or quarterly basis for the financial year 2023.





- 12 : Vote on amendment of the Regulations on Competitive Activity Standards. (Attached)
- 13 : Vote on authorizing the Board of Directors with the powers of the Ordinary General Assembly, with the permission mentioned in clause (1) of Article 27 of the Companies law, for a period of one year from the date of approval by the General Assembly or until the end of the session of the delegated Board of Directors, whichever is earlier, in accordance with the conditions stipulated in the executive regulations of the companies law for listed joint stock companies.
- 14 : Vote on authorizing the Board of Directors with the powers of the Ordinary General Assembly, with the permission mentioned in clause (2) of Article 27 of the Companies Law, for a period of one year from the date of approval by the General Assembly or until the end of the session of the delegated Board of Directors, whichever is earlier, in accordance with the provisions of the Companies Law and its executive regulations for listed joint stock companies, and the competitive business and activities mentioned in the Regulations on Competitive Activity Standards. (attached)

According to the rules and regulations, shareholders registered in the company's shareholders register at Edaa Center at the end of the trading session prior the Meeting are entitled to attend the General Assembly Meeting, Shareholders have the right to discuss the topics on the agenda of the General Assembly and direct their inquiries. Note that the eligibility for registering the attendance of the General Assembly's Meeting ends upon the convenience of the General Assembly's Meeting. Eligibility for voting on the business of the meeting agenda ends upon the counting committee concludes counting the votes. The General Assembly meeting shall be valid if attended by shareholders representing at least one-fourth of the Company's capital. In the absence of a quorum required for holding the meeting, a second meeting will be held one hour after the end of the period specified for the first meeting. The second meeting shall be valid regardless of the number of shares represented.

The company assures to all of its shareholders that registration and voting are limited to the assembly's items through (electronic voting), which will be available to shareholders registered on the Tadawulaty Platform from 01:00 am in the morning on Sunday 18 Ramadan 1444 (April 09, 2023) until the end of convening time of the assembly, noting that registration and voting in Tadawulaty, is available free of charge to all shareholders using the following link (<http://tadawulaty.com.sa>)

For Any questions or quires kindly contact the Shareholder Relationships during business hours from 07:00 am to 03:00 pm. During Ramadan working hours starts from 9:00 a.m. to 3:00 p.m. at:

0138358033 or  
0539168715 or  
[saudicement@saudicement.com.sa](mailto:saudicement@saudicement.com.sa)