FUJAIRAH CEMENT INDUSTRIES P.J.S.C

صنـاعــات أسـمنـت الفجـــيرة ش.م.ع

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

المكتب الرئيسي
ص.ب : ٦٠٠ - الفجيرة
الإمارات العربية المتحدة
تليفون: ٠٩-٢٢٢٣١١١
فاكس: ٠٩-٢٢٢٧٧١٨
البريد الألكتروني: hofci79@fciho.ae

Instructions - Electronic Attendance of the Annual General Assembly Meeting

Regarding Electronic Attendance of the General Meetings of Shareholders (without being physically present) Fujairah Cement Industries (PJSC) would like to inform its shareholders that the Annual General Meeting (AGM) of the company will be conducted electronically as per details below:-

- Meeting date : 25-03-2021
- Meeting time : 11.00 AM
- The AGM registration will be open from 11.00 AM on Wednesday, 24-03-2021 to 11.00 AM on Thursday, 25-03-2021.

Registration, Attendance and Voting Process:-

- **Attendance Registration:** Shareholders intending to register their attendance shall do so electronically through (www.smartagm.ae) from Wednesday 24-03-2021 at 11.00 AM until Thursday, 25-03-2021 at 11.00 AM.
- **Shareholders Attendance of the AGM** : Shareholders will be able to attend the AGM through a live web broadcast (video and Audio) that can be accessed electronically online (www.smartagm.ae) starting from 11.00 am on Thursday, 25 -03-2021.
- **Shareholder Participation and Voting:** After successful registration and verification, shareholders will receive a text message containing an electronic link with a username and password. Shareholders must click on the electronic link and enter the username and password. The electronic link will allow the shareholders to:-

- 1. Participate in the Annual General Assembly Meeting.
- 2. Access the AGM agenda items.
- 3. Cast their votes on the agenda items.

Annual Financial Report and Corporate Governance Report For the year 2020 : will be available on FCI **website** (www.fujairahcement.com).

AGM Invitation and Agenda :- Invitation with agenda will be available on the website of **Abu** Dhabi Securities Exchange (www.adx.ae) and the company website (www.fujairahcement.com).

For inquiries about the registration and voting procedures:-

Please contact the company's investor relations throughout the day on the phone 0567105533 , 092223111 or e-mail 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 (electronically /without physical presence) on Thursday, 25/03/2021 at 11.00 A.M, 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 31/12/2020.
2. Listen to and approve the Auditor's Report for the fiscal year ended 31/12/2020.
3. Discuss and approve the Company's balance sheet and profit and loss account for the fiscal year ended 31/12/2020.
4. Consider the Board of Directors' proposals concerning NO distribution (Dividends) cash/bonus shares for the year 2020.
5. Discuss the recommendation of BOD about company's withdrawal from Boursa Kuwait.
6. Discharge the members of the Board of Directors for the fiscal year ended 31/12/2020.
7. Discharge the auditors for the fiscal year ended 31/12/2020.
8. Appoint the auditors and determine their fees.
9. Appointing representatives of the shareholder who wish to represent them and vote on their behalf.

Notes:-

1. Shareholders can vote on decisions through an electronic link (www.smartagm.ae) with the Registrar. Registration opens at 5:00PM on Wednesday 24/03/2021. until 11:00AM on Thursday 25/03/2021.
2. For inquiries about the registration and voting procedures, please contact the company's investor relations throughout the day on the phone 0567105533 or 092223111 or e-mail hofci79@fciho.ae.
3. Assembly meetings Shall be held at the Head Office of the company on the day and hour specified by inviting shareholders (electronically / without physical presence).
4. Any shareholder who has the right to attend the General Assembly may delegate any person other than a member of the Board of Directors 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.) for 2020 on the adoption of the Public Shareholding Governance Manual shall be taken into account).
5. 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 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.
6. 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.
7. Shareholders registered in the shareholder register on Wednesday 24/03/2021 shall be entitled to vote electronically.
8. The shareholders registered in the shareholders' register on Sunday 04/04/2021 shall be entitled to receive dividends.
9. Shareholders can view the financial statements of the company, the corporate governance report and any documents related to the General Assembly through the website of the Abu Dhabi Securities Exchange (www.adx.ae) and company's website (www.fujairahcement.com)
10. 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 01/04/2021 in the same place and time. (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.
11. Shareholders have to update their contact details and addresses in ADX records to ensure receiving their dividends properly, if approved, dividends shall be distributed through ADX.
12. 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/servi... ...estor-protection.aspx
http://www.fujairahcement.co...

Board of Directors.

FACTORY : P. O. Box :11477, Dibba, Fujairah
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Certificate No. 10A-0072.

BM TRADA CERTIFICATION ISO 9001:2008

المصنــع : ص.ب : ١١٤٧٧ - دبا الفجيرة
الإمارات العربية المتحدة
هاتف : ٠٩-٢٤٤٤٠١١
فاكس : ٠٩-٢٤٤٤٠١٦ , ٠٩-٢٤٤٤٠٦١
البريد الالكتروني : fujcem82@eim.ae

إرشادات التسجيل لحضور اجتماع الجمعية العمومية عن بعد

Registration Instructions to Attend the Annual General Assembly Meeting Remotely

تنظيم الجمعية العمومية عن بعد يمنحك الفرصة لحضور الجمعية والمشاركة باستخدام هاتفك الذكي او جهازك اللوحي او الكمبيوتر. كما يمكنك متابعة البث الحي والمباشر لمجريات اجتماع الجمعية العمومية وطرح الاسئلة والتصويت بشكل فوري ومباشر

Virtual Annual General Assembly gives you the opportunity to attend the AGM remotely, participate and vote in real-time, using your smartphone, tablet or computer.

إرشادات التسجيل لحضور الجمعية العمومية عن بعد
To register for the Annual Meeting Remotely

1. سيتم فتح باب التسجيل لحضور الجمعية العمومية عن بعد قبل ٢٤ ساعة من موعد اجتماع الجمعية العمومية

   The registration will be ONLY activated 24 hours prior to the Annual General Assembly.

2. للتسجيل يرجى زيارة بوابة الجمعية العمومية الذكية على الرابط أدناه

   Visit the Smart AGM Portal at: www.smartagm.ae

3. بعد التأكد من صحة بياناتك سيتم ارسال رمز الاجتماع التعريفي اضافة الى اسم المستخدم وكلمة السر الخاصة بك عن طريق البريد الالكتروني ورقم الهاتف المتحرك المذكوران في طلب التسجيل قبل يوم واحد من موعد انعقاد الجمعية العمومية

   Once the application gets approved a confirmation email will be sent to you including the meeting ID, Username and Password to the email and mobile number provided in the application form one day before the date of the Annual General Meeting.

4. سيتم تزويدك بدليل المستخدم لحضور الجمعية العمومية عن بعد

   You will also be provided with a user guide to attend the General Assembly remotely.

هذه الخدمة متاحة فقط للمساهمين، وفي حالة الرغبة بتفويض وكيل للحضور نيابة عنك يرجى تحميل نموذج التوكيل او التواصل مع الشركة للحصول على نموذج التوكيل وتقديمه

This service is available to the shareholders only, if you wish to authorize a proxy to attend on your behalf, please download the proxy form, or contact the company to obtain and submit the proxy form.

Online AGM User Guide 2021

POWERED BY LUMI agm

Attending the AGM electronically

Virtual Annual General Assembly gives you the opportunity to attend the AGM remotely, participate and vote in real-time, using your smartphone, tablet or computer, and you will need to Visit https://web.lumiagm.com on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible.

Meeting ID: xxx-xxx-xxx
To login you must have your Username and password
Your password shall be sent to the mobile number provided in the registration form.

Using the AGM online facility

1 ACCESS

Once you have entered web.lumiagm.com into your web browser, you'll be prompted to enter the Meeting ID.

You will then be required to enter your:

- Username; and
- Password.

› To register as a shareholder, select 'I have a login' and enter your username and password.

› If you are a visitor, select 'I am a guest'
As a guest, you will be prompted to complete all the relevant fields including; title, first name, last name and email address.

! *Please note, visitors will not be able to ask questions or vote at the meeting.*

2 NAVIGATION

When successfully authenticated, the info screen i will be displayed. Your name and number of shares will be displayed
You can view company information, ask questions and watch the webcast.

If you would like to watch the webcast press the broadcast icon at the bottom of the screen.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started

Online AGM User Guide 2021

POWERED BY LUMI agm

3 LIVE - VOTING

- If you choose to participate online you will be able to view a live webcast of the meeting, ask the board questions and submit your votes in real time. Please make sure to log in at the start of the meeting
- When a poll is open, the agenda item will be displayed (pushed) to your screen along with the voting options
- To vote, simply select your voting direction from the options shown on screen. When selected, your choice will be highlighted, and your vote is captured in real time A confirmation message will appear to show your vote has been received. For - Vote received
- To change your vote, simply select another direction. If you wish to cancel your vote, please press Cancel.
- At the close of a poll, The result will appear on the screen

4 QUESTIONS

- Any shareholder or appointed proxy attending the meeting is eligible to ask questions.
- If you would like to ask a question, select the messaging icon
- Messages can be submitted at any time during the Q&A session up until the Chairman closes the session.
- Type your message within the chat box at the bottom of the messaging screen.
- Once you are happy with your message click the send button.
- Questions sent online platform will be moderated before being sent to the chairman.
- This is to avoid repetition and remove any inappropriate language.

5 DOCUMENTS

- You can view the meeting Documents by clicking on the Documents Icon
- When you click on the documents icon, all the documents related to the AGM will open in your browser.
- Data usage for streaming the annual shareholders' meeting or downloading documents via the AGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc) and the network connection (3G,4G).

إفصاح توضيحي بشأن إعتماد التوكيلات

بناءً على متطلبات البندين 1 و 2 من المادة رقم 40 من دليل الحوكمة، نود أن نلفت السادة المساهمين إلى ما يلي:

1. يجوز لمن له حق حضـــور الجمعية العمومية أن ينيب عنه من يختاره من غير أعضـــاء مجلس الإدارة أو العاملين بالشـركة أو شـركة وسـاطة في الأوراق المالية أو العاملين بها بمقتضـى توكيل خاص ثابت بالكتابة ينص صـــراحة على حق الوكيل في حضـــور اجتماعات الجمعية العمومية والتصـويت على قراراتها. ويجب ألا يكون الوكيل -لعدد من المسـاهمين- حائزًا بهذه الصـفة على أكثر من (٥%) من رأس مال الشـــركة المصـــدر. ويمثل ناقصـــي الأهلية وفاقديها النائبون عنهم قانونًا.
2. يتعين أن يكون توقيع المســـاهم الوارد في الوكالة المشـــار 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 مرخص لها للقيام بأعمال التوثيق.

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:
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.