



Invitation to Attend the General Assembly Meeting of Ras Al Khaimah Cement Investment Company (PJSC)

The Board of Directors of Ras Al Khaimah Cement Investment Company PJSC (the “Company”) invites the Shareholders to attend the General Assembly Meeting through an electronic link for the meeting will be sent to the shareholders via SMS or email (as available) and through ADX portal to enable the shareholders to attend the meeting virtually and discuss the agenda and vote on the proposed resolutions real time, on Sunday, (26/12/2021) at 3 pm to consider the following agenda:

Agenda :

Special resolution agenda items

1. Approval of the Transaction (as described in the Shareholders’ circular posted by the Company on its website on 19/12/2021 and on ADX portal.
2. The approval of the issuance by the Company of mandatory convertible bonds with a nominal value of AED 1 each in an aggregate principal amount of AED (3,050,077,467) to Chimera Investment LLC and IHC Capital Holding LLC in their capacity as all the shareholders of Apex Holding LLC as the acquisition price to be paid by the Company to acquire Apex Holding LLC (the “**Acquisition**”). Such mandatory convertible bond shall be converted into 3,050,077,467 shares with a nominal value of AED 1 each new shares in the Company and the issued share capital of the Company shall be increased to AED (3,553,195,467) on conversion of such mandatory convertible bond. Each share in Company issued on conversion shall be treated as fully paid.
3. Approval of the following resolutions and the consequential amendments to the Company’s Articles of Association upon completion of the Transaction:
 - a) the increase of the issued share capital of the Company from AED (503,118,000) to AED (3,553,195,467) subject to the terms and conditions of the Transaction and with effect from the Transaction becoming effective.
 - b) the amendment of Article 6 of the Company’s Articles of Association to reflect the increase of share capital of the Company described in (a) above, Article 6 shall read as follows:

“The issued share capital of the Company is AED (3,553,195,467) divided into (3,553,195,467) shares with a nominal value of One United Arab Emirates Dirham (AED 1) for each share, all of which are cash shares and fully paid up. All shares shall rank pari passu and shall be subject to equal obligations.”

The current text of Article 6 is:

“The issued share capital of the Company is (AED 503,118,000) divided into (503,118,000) Shares with a nominal value of One United Arab Emirates Dirham (AED 1) for each share, all of which are cash shares and fully paid up. All shares shall rank pari passu and shall be subject to equal obligations.”

4. The authorization of the Board of Directors of the company, or any person so authorized by the Board of Directors, to adopt any resolution or take any action as may be necessary to implement any of the above resolutions including, without limitation, to :(a) approve the increase in share capital of the Company resulting from the conversion of the bonds to shares, in connection with the transaction and the Acquisition; (b) apply for the listing of new ordinary shares



of the company on the Abu Dhabi Securities Exchange; and (c) correspond and negotiate with any person, entity (official or otherwise) within and outside the United Arab Emirates, adopt such resolutions and take any such action as may be necessary to obtain the necessary approvals to effect the Transaction.

5. Approval on changing the trade name of the Company to be "Apex Investment Company PJSC" and authorising the Board of Director to complete the required procedures in this regard and amend the text of article of (2) of the Company's Articles of Association to be read as follows: "Apex Investment Company" a public joint stock company – herein after to be referred as the Company".

Comments:

1. Shareholders may attend the General Assembly meeting remotely and vote on the resolutions by visiting the website www.smartagm.ae. Registration for electronic voting shall start as of 11:00 am the morning of the day before the meeting, i.e. Thursday the **(23rd December 2021)**, and registration shall end at 15:00 pm on the day of the meeting, i.e. Sunday the **(26th December 2021)**. Please contact the Investors Relations of the Company on **050/ 1997281 - 050/ 3833834** or through email: Amr.Mohamed@rakcc.ae , shamma@rakcc.ae
2. The General Assembly meeting is held using remote attendance technology by visiting the above mentioned website on the day and time specified in the invitation to the shareholders in accordance with the instructions in paragraph 1 above or through attendance in person at the Company's headquarters in Ras Al Khaimah.
3. Any shareholder having the right to attend the General Assembly may delegate any person elected by such shareholder, other than a member of the Board, an employee of the company, or a securities brokerage company or its employees, under a special written proxy. A proxy for a number of shareholders shall not hold in this capacity over 5% of the capital of the Company. Shareholders who are minors or uncapacitated shall be represented by their legal representatives.
4. The requirements set forth in paragraphs 1 and 2 of Article No. (40) Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide must be observed, such that the signature of the shareholder indicated in the proxy mentioned in the previous note must be the signature approved by the Notary Public, the commercial chamber of economic department in the United Arab Emirates, a bank or company licensed in the United Arab Emirates provided that the proxy shall have an account with any of them, or any other entity licenses to perform attestation works.
5. In the event that a shareholder wishes to appoint a proxy, please complete the proxy form available on the Company's page on www.smartagm.ae and then send the form and any supporting documents to the following email address: Amr.Mohamed@rakcc.ae or shamma@rakcc.ae. Kindly include the mobile number of the proxyholder in the proxy form so that the registrar may verify the information provided and send the username and password to the proxy via text message (SMS) to complete the registration.
6. A corporate person may delegate one of its representative or those in charge of its management under a decision passed by its Board of directors or any similar entity to represent such corporate person in any General Assembly of the Company. The delegated person shall have the powers as determined under the delegation decision.
7. The owner of the shares registered on Thursday **(23rd December 2021)** shall be the holder of the right to vote in the General Assembly meeting and to register on the electronic system.
8. The shareholder may view the Company's financial statements and any documents related to the General Assembly by visiting the Abu Dhabi Securities Exchange website at www.adx.ae or by visiting the Company website at www.rakcc.ae.
9. The meeting of the General Assembly shall not be valid unless attended 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 Sunday the **(2nd of January 2022)** at the same location and time, and the same procedures above shall be followed (the second meeting should be held after at least five (5) days and no longer than fifteen (15) days following the date of the first meeting, and the postponed meeting is considered valid regardless of the number of registered shareholders present).



10. A Special Resolution is a resolution issued by the majority of shareholders holding at least 75% of the shares represented at the General Assembly meeting.
11. Pursuant to Article (40) of the SCA Decision No. (3/R.M) for the year 2020 in relation to the adoption of the Governance Guide for Public Shareholding Companies, any shareholder who wishes to appoint a representative to attend and vote on his behalf should contact the following persons from Al Ramz Capital LLC, whose the Company shall bear the fees for their attendance and to vote only in accordance with the agreement concluded with Al Ramz Capital LLC and the approval of the General Assembly on **(26th December 2021)**.
 - a. **Mr. (Rami Rashad)**, who can be contacted by e-mail (ramy@alramz.ae) or by phone **+97126118846**.
 - b. **Mr. (Karim Shoab)**, and he can be contacted by e-mail (kschoeib@alramz.ae) or by phone **+97126118881**.
12. Investors may view the Guide to Investors' Rights in Securities available on the home page of the official website of the Securities and Commodities Authority <https://www.sca.gov.ae/en/home.aspx>.

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:

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 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**
 - D. account with any of them.**
 - D. Any other entity licensed to perform attestation works.**