

## **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](http://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](http://www.rakceramics.com)) and Abu Dhabi Securities Exchange ([www.adx.ae](http://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](http://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 1 و 2 من المادة رقم 40 من دليل الحوكمة، نود أن نلفت السادة المساهمين إلى ما يلي:
١. يجوز لمن له حق حضور الجمعية العمومية أن ينيب 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 ناقصي الأهلية وفاقديها 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 مرخص لها للقيام بأعمال التوثيق.

٣. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم وأرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل، ويكون للموكل إصدار التوكيل وفقاً للحدود والصلاحيات الذي يراها مناسبة، وذلك جميعه مع ضرورة التزام بأن يكون توقيع المساهم الوارد في الوكالة هو التوقيع المعتمد من/لدى أحد الجهات المذكورة أعلاه .

### 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 account with any of them.
  - D. Any other entity licensed to perform attestation works.
3. The Proxy form shall include the name & contact number(s) of the shareholder and the brokerage firm who approved the proxy, whereby the client has the power to issue the Proxy in accordance with the limits and powers he deems appropriate, all of this is with the obligation that the signature of the shareholder mentioned in the proxy be the signature approved by / with one of the above-mentioned authorities.

**RAK Ceramics PJSC**  
**Invitation to attend the Annual General Assembly**  
**Meeting**

With Reference to the Annual General Assembly Meeting of the Company to be held at **11:00** am on Tuesday **26/03/2024** to be held at Waldrof Astoria Hotel – RAK, Al Jazerah Al Hamra- or through online presence with electronic voting we enclose a copy of the power of attorney if you wish to use it.

**Proxy**

**M/s: RAK Ceramics PJSC**  
**Greetings,**

I / We the undersigned ....., with Investor Number ....., and in my capacity as the holder of ..... shares. Hereby authorized Mrs / Mr: ....., to attend and vote on my behalf in the Annual General Meeting of Shareholders of RAK Ceramics PJSC on Tuesday **26/03/2024** at **11:00** am to be held at Waldrof Astoria Hotel – RAK, Al Jazerah Al Hamra- or through online presence with electronic voting or any later date which the meeting is adjourned.

To approve the proxy, please enclose a valid copy of your Passport or EID. The Shareholder signature on the proxy, shall be the signature by any of the following entities:

- Notary Public.
- Commercial chamber of economic dept.
- Bank or Company licensed in the state.
- Any other entity licensed to perform attestation works.

**سيراميك رأس الخيمة ش.م.ع**  
**دعوة لحضور إجتماع الجمعية العمومية السنوية**

بالإشارة إلى إجتماع الجمعية العمومية السنوية للشركة المزمع انعقاده الساعة **١١:٠٠ صباحاً**، من يوم الثلاثاء الموافق **٢٠٢٤/٠٣/٢٦** والذي سيعقد في فندق والدروف أستوريا – الجزيرة الحمراء، رأس الخيمة - أو عن بعد من خلال تقنية الحضور الإلكتروني والتصويت الإلكتروني، نرفق لكم نسخة من التوكيل في حالة الرغبة بإستخدامه.

**توكيل**

**السادة/ شركة سيراميك رأس الخيمة ش.م.ع**  
**تحية طيبة وبعد،،،**

أنا الموقع / نحن الموقعون أدناه .....، برقم مستثمر.....، وبصفتي مساهم أملك ..... سهم، أفوض / نفوض بموجب هذا السيد / السيدة / .....، بأن يحضر ويصوت باسمي وبالنيابة عني في إجتماع الجمعية العمومية السنوية لشركة سيراميك رأس الخيمة ش.م.ع المقرر انعقاده في يوم الثلاثاء الموافق **٢٠٢٤/٠٣/٢٦** الساعة **١١:٠٠ صباحاً** والذي سيعقد في فندق والدروف أستوريا – الجزيرة الحمراء، رأس الخيمة – أو عن بعد من خلال تقنية الحضور الإلكتروني والتصويت الإلكتروني، وأي تأجيل له.

لاعتقاد توكيل الحضور يرجى التكرم برفاق صورة من جواز السفر أو الهوية الإماراتية، يجب أن يكون توقيع المساهم هو التوقيع المعتمد لدى إحدى الجهات التالية:  
(أ) الكاتب العدل  
(ب) غرفة تجارة أو دائرة الاقتصادية  
(ج) بنك أو شركة مرخصة بالدولة  
(د) أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.

Shareholder/Authorized Name:	اسم المساهم / المفوض بالتوقيع:
Signature and Stamp of Legal Person:	التوقيع وختم الشخص الاعتباري:
EID / Passport No:	رقم الهوية / رقم جواز السفر:

<b>Proxy Details:</b>	<b>تفاصيل التوكيل</b>
Name:	الإسم:
Mail ID:	البريد الإلكتروني:
Mobile Number:	رقم الهاتف:
EID / Passport No:	رقم الهوية / رقم جواز السفر:

Please send the Proxy form with all relevant documents **no later than 5 PM on Monday 25/03/2024, including proof of the signature of the shareholder or the authorized person to the following e-mail:**

يرجى إرسال التوكيل مع جميع المستندات ذات الصلة في موعد أقصاه الساعة **٥ عصر** من يوم الإثنين الموافق **٢٥ / ٢٠٢٤ / ٠٣** مع إرفاق ما يثبت توقيع المساهم أو الشخص المفوض إلى البريد الإلكتروني

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