Governance Report

2022

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(1) A statement of the measures taken to complete the system of governance, how the company applies the principles stated in Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide.

First:

Ras Al Khaimah Co. For White Cement & Construction Materials takes serious efforts to ensure the corporate governance & discipline and is fully committed to the provisions of applicable legislation, including the provisions of the Chairman of the Board of Directors of Securities & Commodities Authority (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide.
The Board of Directors is responsible towards all the shareholders of the company & its customers for strict application of the principles of governance by incorporating the required discipline in the management of the company in accordance with the international Standards and encourage the Board of Directors of the company to maintain a high level of transparency.

Second:

The Board of Directors of the Company and its Executive Management shall comply with the rules & procedures stipulated in the Article No. (14) Of SCA Decision No. (2) of 2001 regarding the system of trading, clearing, settlement, transfer of ownership & custody of securities, Decision No. (3) for the year 2000 regarding disclosure & transparency system and any new amendment(s) or regulation(s) that may be mentioned in this regard.
Accordingly, the company has provided the Abu Dhabi Securities Exchange (ADX) with a list of the names of the chairman and other members of the board of directors of the company as well as a list of the executive management team and heads of departments. All those procedures are to ensure compliance with the rules set by the market to organize the selling & buying of the company's shares.
These measures aim at enhancing the confidence of shareholders & investors with Securities and Commodities Authority (SCA), so that the board of directors & employees of the company do not exploit the information they have before others to achieve undue material gains.
Therefore, the company is fully committed to all the regulations & legislations issued by SCA & Abu Dhabi Securities Market.

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(2) A statement of the transactions of the members of the Board of Directors, & spouses & children thereof in the Company' securities during 2022

Name of insider	Position / Kinship	Owned share	Total sale	Total purchase
Mr. Mohamed Sultan Al Qadi	Chairman of the Board	214,200	-	-
Dr. Mohamed Abdullatif Khalifa AL Shehhi	Deputy Chairman	-	-	-
Dr. Najat Eissa Salem Al Ali	Member	-	-	-
Mr. Mohamed Ahmed Omar Salem Al Kurbi	Member	-	-	-
Dr. Ateeq Abdulaziz Jakka Al Mansoori	Former Chairman of the Board	-	-	-
Sheikh Nasser Rashid Al Molla	Former Member	-	-	-
Mr. Salem Abdulla Salem Al Housani	Former Member	-	70,068,773	-
Al Salem Co.		-	79,254,000	-
Investment portfolio of Mr. Salem Al Housani		-	79,254,000	-
Mr. Nawaf Abdullah Al Refae	Former Member	-	-	-
Mr. Abdullah Mohammed Hassan Al Housani	Former Member	-	-	-
Mrs. Deepa Raja Carbon	Member	-	-	-
Mr. Himanshu kapania	Member	-	-	-
Mr. K. C. Jhanwar	Member	-	-	-
Mr. Saleh Al-Shaiba Al-Mazrouei	Member	-	-	-
Mr. Atul Daga	Member			
Total		**214,200**	**229,532,867**	**-**

Note

- On 04/04/2022, Mr. Salem Abdullah Salem Al Hosani and Dr. Ateeq Abdullah Al Aziz Jakka Al Mansouri submitted their resignation from the membership of the Board of Directors.
- Sheikh / Nasser bin Rashid bin Abdulaziz Al-Mualla submitted his resignation from the membership of the Board of Directors on 18/04/2022.
- Mr. Nawaf Abdullah Al-Rifai submitted his resignation from the membership of the Board of Directors on 12/05/2022 and Mr. Abdullah Muhammad Al-Hosani submitted his resignation from the membership of the Board of Directors on 17/05/2022.
- The General Assembly agreed, in its meeting held on 23/06/2022, to elect (05 new members) to complete the members of the Board of Directors, in addition to (04 former members), so that the number of members of the Board of Directors becomes 9 according to the company's articles of association.

(3) Information of the Board of Directors & the details related to the Chairman & members of the Board & their experiences & qualifications

In accordance with Article No.19 of the Articles of Association of the Company, the Company shall be managed by a Board of Directors consisting of nine members elected by the Ordinary General Assembly by secret accumulative ballot. In all cases, the majority of the members of the Board shall be UAE nationals. Accordingly, a new Board of Directors has been re-elected at the Annual General Assembly Meeting on Thursday 23, June, 2022. The Board comprises of nine members, most of them are UAE nationals & are highly experienced & competent.

(A) A statement of the formation of the Board of Directors

The special details of the members of the Board of Directors, their experiences & qualifications, the duration of their membership in the Board of Directors of the Company, & their positions in other PSC companies, & other control & government positions.

Mr. Mohamed Sultan Al Qadi
Chairman of the Board
United Arab Emirates

Category	Experience	Qualifications
Non-independent, non-executive	- General Manager of Etisalat Corporation in Ras Al Khaimah formerly. - Former chairman of Dantel (Zanzibar Telecommunications Company in Zanzibar). - Former Member of the Board of Directors of the Arab Organization for Satellite Communications (Arab sat) for 15 years. - Representing UAE in the permanent committee of Telecommunications at the Arab League in Cairo.	- Graduated from the Royal College of Post and Telecommunications in 1975.
Member since	**Membership and positions in any other PSC company**	**Positions in any other important governmental, commercial or regulatory sites**
2004	- Managing Director of RAK Properties formerly. - Chairman of the Board of Directors of Commercial International Bank formerly.	- Chairman of the Board of Directors of the Emirates Post Group. - Member of the Board of Trustees of the Higher Colleges of Technology formerly. - Member of the Board of Directors of the Federal Electricity & Water Authority formerly.

Dr. Mohamed Abdullatif Khalifa AL Shehhi
Deputy Chairman of the Board
United Arab Emirates

Category	Experience	Qualifications
Independent	- Professor in Business Administration Faculty of Management and Economics, United Arab Emirates University - Al Ain. - Executive Director of Saud Bin Saqr Public Policy Research Institute. - Administrative Development Consultant in Al Ain Municipality. - General Manager of Dubai Real Estate College - Dubai. - General Manager of Sheikh Saqr Program for Government Excellence - Ras Al Khaimah. - General Manager of Human Resources Department - Ras Al Khaimah. - Secretary General of the Executive Council of the Emirate of Ras Al Khaimah.	- PhD in Business Administration from the University of Southern California, USA. - Master of Public Administration, University of Southern California, USA. - BA in Public Administration from UAE University.
Member since	**Membership and positions in any other PSC company**	**Positions in any other important governmental, commercial or regulatory sites**
2015	-	- Vice Chairman of the Emirates Society for Social Development - Ras Al Khaimah. - Member of the Board of Trustees of the American University - Ras Al Khaimah. - Member of the Board of Directors of Ras Al Khaimah Academy. - Member of the Federal Authority for Competitiveness and Statistics. - Member of the Advisory Committee of the Council for the Competitiveness of Emirati Cadres.

Mr. Mohamed Ahmed Omar Salem Al Kurbi
Member of the Board of Directors
United Arab Emirates

Category	Experience	Qualifications
Independent	- 11 years of experience in Projects management field. - Experience on financial analysis and accounting	- Bachelor of Science in Civil Engineering, American University of Sharjah - Master's degree in Business Administration Emirates University - Abu Dhabi.
Member since	**Membership and positions in any other PSC company**	**Positions in any other important governmental, commercial or regulatory sites**
2021	- Member of the Board of Takaful Company (RE) former. - Member of the Arab Insurance Group (ARIJ) former.	- Senior Project Engineer - Abu Dhabi Business Center (ICAR). - Member of the Board of Directors of the Mushrif Cooperative Society Abu Dhabi.

Dr. Najat Eissa Salem Al Ali
Member of the Board of Directors
United Arab Emirates

Category	Experience	Qualifications
Independent	- Deputy Director of the Preventive Medicine Department in Ras Al Khaimah from 2010 to 2018. - Director of the Dental Center in Ras Al Khaimah Medical District from 2005 to 2007. - Head of Personnel Affairs Department at Saqr Hospital in Ras Al Khaimah from 1986 to 2005.	- Ph.D. in Human Resources Business Administration - Ain Shams University, Republic of Egypt. - Master of Business Administration - Ain Shams University, Republic of Egypt. - Bachelor's degree in Public Administration, Accounting, from the United Arab Emirates University.
Member since	**Membership and positions in any other PSC company**	**Positions in any other important governmental, commercial or regulatory sites**
2021	- Director of Coordination and Follow-up at Saqr Hospital in Ras Al Khaimah.	-

Mr. Saleh Al-Shaiba Al-Mazrouei
Member of the Board of Directors
United Arab Emirates

Category	Experience	Qualifications
Independent	- Experience in project management, planning and infrastructure. - More than 11 years of experience in Al Ain Municipality. - 10 years of experience in Abu Dhabi Musanda company.	- Bachelor's in chemical Engineering (2001) UAE University. - Master Degree in project Management (2011) George Washington.
Member since	**Membership and positions in any other PSC company**	**Positions in any other important governmental, commercial or regulatory sites**
2022	-	- Executive director of Musanda infrastructure.

Mrs. Deepa Raja Carbon
Member of the Board of Directors
India

Category	Experience	Qualifications
Independent	- Nearly 20 years' experience in driving transformational growth programmers. - Started her career as a Strategy Consultant with Booz and Company's.	- Masters in International Business Law] from the prestigious University Paris II Panthéon-Assas. - Master's in Business Administration (MBA) from the University of Michigan [Ross) School of Business. - Undergraduate degree in Architectural Engineering (B.Arch.] from the University of Mumbai.
Member since	**Membership and positions in any other PSC company**	**Positions in any other important governmental, commercial or regulatory sites**
2022	-	- Board member of Mozark Pte. LTD. - Co-Chair Bunyan knights of the Capacity Building Hub University Leadership council.

Mr. Atul Daga
Member of the Board of Directors
India

Category	Experience	Qualifications
Non-independent and non-executive	- Experience in sectors such as cement, retail, and aluminum. - Ability to penetrate deep into business areas and understanding of the dynamics. - Risk management, audit and compliance, planning, information technology, capital structuring and capital allocation and best use of financial reporting. - Creating a robust platform for managing investor relations, acquisitions of over US$ 5 billion and setting new benchmarks for raising long-term borrowings in the domestic financial markets. - Setting up a world class 700 seat shared services center.	- Chartered Accountant from the Institute of Chartered Accounts of India. - Leadership Best Practices program from Harvard Business School, 2010
Member since	**Membership and positions in any other PSC company**	**Positions in any other important governmental, commercial or regulatory sites**
2022	-	- Director Bhagwati Limestone company private limited India. - Director Gotan Limestone Khaniji Udyog Private Limited India. - Whole time Director Ultra Teach Cement Limited ,India. - Non-Executive Director Ultra Teach Cement Middle east LTD Dubai. - Non-Executive Director Star cement co. LLC Dubai. - Non-Executive Director Star cement co. LLC RAK. - Non-Executive Director Arabian Cement Industry LLC Abu Dhabi. - Non-Executive Director Al Nakhla Crushers LLC Fujairah. - Non-Executive Director Ultra-Teach Cement Co WLL Bahrain. - Non-Executive Director Ultra-Teach Cement Lanka PVT LTD Sri Lanka.

Mr. Himanshu Kapania
Member of the Board of Directors
India

Category	Experience	Qualifications
Non-independent and non-executive	- Over 36 years of work experience primarily in Leadership, Technology, Operations, Sales& Marketing, Regulatory & advocacy etc.	- Alumnus of IIM Bangalore and BIT Mesra.
Member since	**Membership and positions in any other PSC company**	**Positions in any other important governmental, commercial or regulatory sites**
2022	-	- Non-Executive Director- of 'Aditya Birla Management corporation PVT LTD- India. - Non-Executive Director- Chairman of 'Aditya Birla idea payment bank ltd- India. - Non-Executive Chairman of Vodafone Idea LTD – India.

Mr. Kailash Chandra Jhanwar
Member of the Board of Directors
India

Category	Experience	Qualifications
Non-independent and non-executive	- He worked across finance, operations general management roles in the Cement and Chemical Sectors. - He has deep expertise in project management and commercial skills, as well as significant experience in acquisitions and integration. - A capable team builder with strong people skills.	- Chartered accountant from the institute of chartered accountants of India.
Member since	**Membership and positions in any other PSC company**	**Positions in any other important governmental, commercial or regulatory sites**
2022	-	- Director-Bhagwati Limestone Company Private Limited, India. - Whole-time Director-Ultra-Tech Cement Nathdwara Cement Limited, India. - Director-Swiss Merchandise Infrastructure Limited, India. - Director-Merit Plaza Limited. - Director-Aditya Birla Management Corporation Private Limited, India. - Managing Director-Ultra-Tech Cement Limited, India. - Non-Executive Director-UltraTech Cement Middle East Investments Ltd. Dubai. - Non-Executive Director -Star Cement Co. LLC, DUBAI. - Non-Executive Director -Star Cement Co. LLC, RAK. - Non-Executive Director -Arabian Cement Industry LLC, Abu Dhabi. - Non-Executive Director -Al Nakhla Crushers LLC, Fujairah. - Non-Executive Director -Sun Cement Industry LLC, Dubai. - Non-Executive Director –Ultra-Tech Cement Co. W.L.L., Bahrain. - Non-Executive Director –Ultra-Tech Cement Lanka (pvt) Limited, Sri Lanka.

(B) A statement of the percentage of female representation in the Board of Directors 2022

No. Board of Directors	Female	Male	Percentage
9	2	7	22%

(C) Reasons for non-nomination of females to the membership of the Board of Director

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(D) Remunerations of the Board of Directors' & Committees attendance allowances

1. The total remunerations paid for the board of directors for the year 2021 was 2,850,000 AED.
2. The total remunerations of the Board members, which are proposed for 2022, and will be presented in the annual general assembly meeting for approval." Nothing till now".

3. Below table states name of the Committee members, committee name, allowance value, & Number of meetings for the members of the Board of Directors.

Committee members	Committee Name	Allowance value	Number of meetings
Dr. Mohamed Abdullatif Khalifa AL Shehhi	Audit Committee	30,000	4
	Nomination & Remuneration Committee	20,000	3
	Marketing & sales committee	10,000	3
	Investment Committee	10,000	2
Mr. Saleh Al Shaiba Saleh Al Mazrouei	Audit Committee	10,000	1
	Nomination & Remuneration Committee	5,000	1
	Investment Committee	10,000	2
Mr. Mohamed Ahmed Omar Salem Al Kurbi	Audit Committee	20,000	4
	Nomination & Remuneration Committee	5,000	1
	Marketing & sales committee	10,000	3
	Investment Committee	10,000	2
Mr. Himanshu Kapania	Audit Committee	32,000	2
	Nomination & Remuneration Committee	16,000	1
	Marketing & sales committee	5,000	3
Mr. Atul Daga	Audit Committee	32,000	2
	Investment Committee	16,000	2
Dr. Najat Eissa Salem Al Kait Al Ali	Nomination & Remuneration Committee	10,000	2
Mrs. Deepa Raja Carbon	Marketing & sales committee	5,000	3
Mr. Ahmed Mansour	Audit Committee (formerly)	10,000	2

4. Details of the allowances, salaries or additional fees that a member of the Board of Directors charged other than the fees for attending the committees & their reasons (additional fees for Mr. / Mohammed Sultan Al-Qadi in the amount of 250,000 dirhams for administrative fees commissioned).

(E) Number of Board meetings during 2022

Meeting date	No. of attendees	Attendance by proxy	Absent members
26-02-2022	6	3	-
31-03-2022	9	-	-
12-05-2022	6	-	-
23-06-2022	9	-	-
20-08-2022	9	-	-
01-09-2022	9	-	-

(F) Number of the Board resolutions passed during the 2022 fiscal year, along with its meeting convention dates.

One resolutions dated 31/01/2022 concerning approval to allow the Indian company Asian Paint Ltd. to conduct a technical due diligence examination of the company's books and records.

(G) The Duties & roles delegated by the Board of Directors to the Executive Management:

<table>
<tr><th>Name</th><th>Designation</th><th>Authorization Extent</th><th>Validity of Authorization</th></tr>
<tr><td>Mr. Mohamed Ahmed Al Houti</td><td>CEO</td><td rowspan="2">• Signing with an authorized member of the Board of Directors any payment of more than 5 million UAE dirhams or its equivalent in foreign currencies.
• Opening a share trading account with brokers "jointly" in order to buy and sell stocks and investment portfolios and transfer funds from the brokerage account to the company's bank account.
• Sign "individually" to transfer any amounts from the accounts of the company and its subsidiaries to the company's accounts in the same bank or in any other bank.
• By unilaterally signing the documents to collect the clients' dues through the banks, without a maximum limit, for the exclusive benefit of the company, without the right to endorse in favor of third parties.</td><td rowspan="4">3 Years</td></tr>
<tr><td>MR. Mukesh Kumar Birla</td><td>Finance Manager</td></tr>
<tr><td>Sheikh / Sultan ALQassimi</td><td>MBF Manager</td><td rowspan="2">• Opening and operating the account by signing on behalf of the company with the authorized members of the Board of Directors as well as the Chief Executive Officer and the Financial manager.</td></tr>
<tr><td>Mr. Vishnu Kumar Goyal</td><td>Chief Accountant</td></tr>
</table>

In addition, the executive management shall:

1) Execute & implement policies, plans & programs approved by the Board of Directors.
2) Discuss the company's estimated budgets with the executive directors & department managers before submitting them to the Board of Directors.
3) Submit periodic reports to the Board of Directors regarding the company's plans & programs.
4) Manage & supervise the daily business of the company.
5) Monitor the performance of managers & guidance in their field.
6) Supervise on the studies & plans made to raise the level of performance in the company.
7) Issue decrees & circulars tailored to ensure the smooth conduct of work in line with the powers granted to them.
8) Ensure that the proposed target is met in the approved budget for the fiscal year

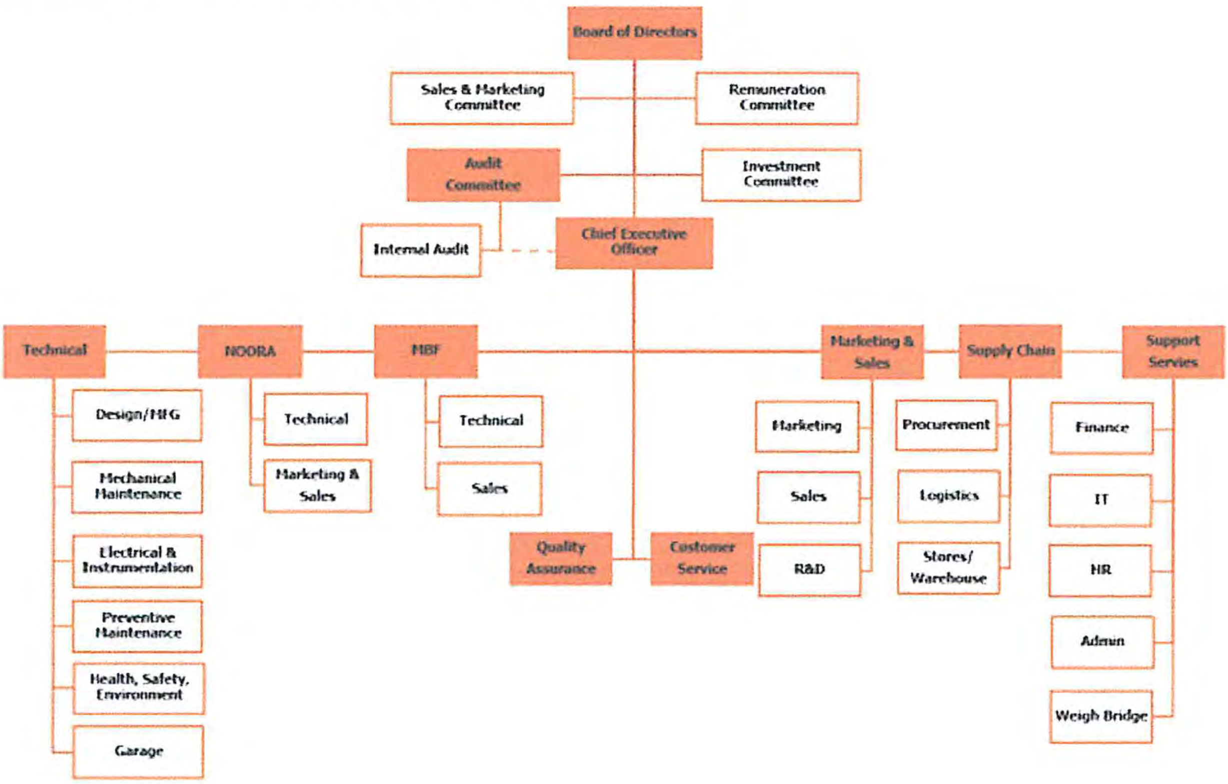
(H) Transactions with related parties (stakeholders)

Article No. (33) of the Articles of Association of the Company states that it is prohibited for the concerned parties to exploit any of the information in their custody by virtue of their membership in the Board of Directors or their position in the Company for the interest of them or any other person, no matter it resulted in whatever dealing in the securities of the Company or other transactions, nor may any of them have a direct or indirect interest with any entity that carries out operations intended to affect the prices of shares issued by the company.

In addition to the Article No. (34) of the Articles of Association of the Company states that the Company prohibited from any transactions with related parties except with those approved by the Board of Directors, & should not exceed 5% of the Company's capital, & to avail the approval of the General Assembly of the Company if they exceeded that percentage & the deals should be evaluated by a certified evaluator with SCA. The auditor of the company shall include in his report a list of the transactions of any conflict of interest that may arise & the financial transactions between the company & any of the related parties & the actions taken thereon.

1. The total transactions with related parties during the year 2022 were 6,776,979.95 AED.

(I) The Organizational Structure of the company



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(J) A detailed statement of the company's senior executives:

Position	Date of join	Total salaries & Allowances paid in 2022	Total remunerations Due for 2022
CEO	05/03/2013	867,078	300,000
CFO	23/06/2022	291,020	-
Director of Technical Department	09/03/2015	539,595	19,000
Director of the Modern Block Factory	20/12/2004	493,464	22,726
Acting Director of Noora Factory	09/02/1991	269,145	10,080
Customer Service Section Manager	01/03/2004	288,043	14,676
Quality Assurance Manager	28/03/2016	265,658	9,840
Acting Director of Supply Chain	20/08/2019	259,811	9,840
Acting Director of Marketing & Sales	01/03/2018	331,484	13,000
Total		**3,605,298**	**399,162**

(4) The External Auditor

(A) Talal Abu-Ghazaleh & Partners Consulting was established in 1972 to provide the best management consulting services to local and international companies and institutions in accordance with the best practices recognized in this field.

(B) A statement of the fees and costs of the audit or the services provided by the external auditor.

The General Assembly decided, in its meeting held on March 31, 2022, to appoint Messrs. Talal Abu-Ghazaleh & Co. International (First year). Its annual fees have been determined at the amount of 233,100 dirhams for the tasks of auditing the accounts of the company for the year 2022 & their services include all professional services related to the review of quarterly as well as annual financial reports in accordance with international accounting standards & in accordance with Article (36) of the Authority's Chairman's Board Decision No. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide

We would also like to inform that no other external auditor has provided any other services for the company.

Name of the audit office: Talal Abu-Ghazaleh & Co. International	:	Partner auditor: Tala't Al-Zeben
Number of years spent as an external auditor of the company	:	First Year
The number of years that the partner auditor spent auditing the company's accounts.		First Year
Total audit fees for 2022	:	233,100 AED
Fees & charges for special services other than audit of the financial statements for 2022 (AED)	:	36,007 AED
Details & nature of other services provided	:	Ending the business of the shareholders in the State of Kuwait
Statement of other services that an external auditor other than the company accounts auditor provided during 2022 (if any). In the absence of another external auditor, this matter is explicitly stated.	:	None

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(C) A statement clarifying the reservations made by the Company's auditor to be included in the interim & annual financial statements for the year 2022. In the absence of any reservations, this should be stated explicitly.
No qualified opinion for interim & annual financial statements.

(5) Audit Committee
The Audit Committee was formed in accordance with the Corporate Governance Regulations & Rules. It consists of three members, two of whom are members of the Board of Directors & a member appointed by the Board with experience in Audit & Finance.

A) Mr. Saleh Al Shaiba Saleh Al Mazrouei, Audit Committee Chairman, acknowledges his responsibility for the committee system in the Company, review of its work mechanism & ensuring its effectiveness.
B) Members of the Audit Committee for the period from 1 January 2022 to 31 December 2022

Name	No. of attendance	Position
Mr. Saleh Al Shaiba Saleh Al Mazrouei	1	Head of Audit Committee
Dr. / Muhammad Abdul Latif Khalifa Al-Shehhi	4	Member of the Audit Committee
Mr. Mohamed Ahmed Omar Salem Al-Kurbi	4	Member of the Audit Committee
Mr. Atul Daga	2	Member of the Audit Committee
Mr. Himanshu Kapania	2	Member of the Audit Committee
Mr. Ahmed Mansour	2	Former Member of the Audit Committee

The functions of the Audit Committee are:

- Develop a policy of contracting with the external auditor & submit a report to the Board of Directors.
- To verify the independency & objectivity of the external auditor & discuss the nature & scope of the audit process & its effectiveness in accordance with the approved auditing Standards.
- To verify the integrity of the financial statements of the company, its annual, half-yearly & quarterly reports and to ascertain the following aspects:
  1- Any changes in accounting policies & practices.
  2- Substantial adjustments resulting from the audit.
  3- Review the assumption of continuity of the company.
  4- Ensure that the financial statements are prepared in accordance with International Accounting Standards.
  5- Highlight the areas that are under the discretion of the management.
  6- Adhere to the rules of corporate listing with SCA, disclosure & other legal requirements related to the preparation of financial reports
- Coordination with the company's board of directors & executive management in order to perform its tasks.
- Meeting with the external auditor, at least, once in a year.
- Consider any items that are important and unusual in the report of the external auditor or internal auditor.
- Review the Company's internal control & risk management systems.

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- Ensure that there is coordination between the Internal Audit Department & the external auditor and the necessary resources are available to the internal control system to review & control the effectiveness of internal control in the company.
- Review the company's financial policies & procedures.
- Reviewing the External Auditor's Audit plan & any essential queries that may be raised by them to the management with regard to accounting records or internal control systems.
- Establish rules that enable the company's employees to report any potential violations in the financial reports, internal control or other matters within in a confidential manner and conduct independent & fair investigations of such violations.
- Monitor the extent of which the company complies with professional codes of conduct.
- Ensure the implementation of the rules related to Audit Committee authorities & tasks.
- To report to the Board of Directors matters within its competence & to consider any other matters determined by the board

- The following table shows the dates of the Audit Committee's meetings in 2022:

Serial number	Meeting number	Meeting Date	Number of attendees
1	(01-93)	20-02-2022	3
2	(02-94)	28-04-2022	3
3	(03-95)	01-08-2022	4
4	(04-96)	05-11-2022	5

(6) Nominations & Remuneration Committee

The main tasks of the Nomination & Remuneration Committee are to ensure the independency of the independent members on an ongoing basis & to review the annual incentive plan, & the remunerations, nominate the board members & their remuneration, & all the main tasks mentioned in Article (47) of SCA no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide.

A. Dr. Mohammed Abdullatif Khalifa Al Shehhi Nomination & Remuneration Committee Chairman, acknowledges his responsibility for the committee system in the Company, his review of its work mechanism & ensuring its effectiveness.

B., C. The following table shows the formation of the Nomination & Remuneration Committee & the number of times the Committee held meetings in 2022:

- Members of the Nomination & Remuneration Committee for the period from 1 January 2022 to 31 December 2022

Name	Title	No of meetings attended
Dr. Mohammed Abdullatif Khalifa Al Shehhi	Head	3
Mr. Saleh Al Shaiba Saleh Al Mazrouei	Member	1
Mr. Mohamed Ahmed Omar Salem Al-Kurbi	Member	1
Dr. Najat Eissa Salem Al Kait Al Ali	Member	2
Mr. Himanshu Kapania	Member	1
Mr. Abdullah Mohammed Hassan Al Housani	Former Member	1
Mr. Nawaf Abdullah Mahmoud Refai	Former Member	1

The Nominations & Remuneration Committee shall assume the following functions, responsibilities & responsibilities:

1. To ensure independence of the independent members on an ongoing basis. If the committee finds that one of the members has lost the conditions of independence, it must submit the matter to the board of directors of the company & the board of directors shall notify the member by sending him a registered letter on his fixed address registered with the company. The member has to reply to them within fifteen days from the date of the notification. The Board of Directors shall issue a decision declaring the member independent or non-independent at the first meeting following the member's reply or the expiry of the period referred to in the preceding paragraph without a reply. It should be taken into consideration whether the loss of that title of the member would not result in a breach of the minimum number of independent members of the Board of Directors, in the composition of the Board. Without prejudice to the provisions of Article (102) of the Commercial Companies Law, if the decision of the Board to eliminate the reasons or reasons for the independency of the member affect the minimum percentage of independent members within the board, the board of directors of the company appoints a new independent member to replace that member, provided that the appointment decision has to be submitted in the first ordinary General Assembly Meeting of the Company to consider the validation of the decision of the Board.
2. Identify the company's needs of competencies at the level of senior executive management & employees and the basis of their selection.
3. Organize and follow-up the procedures for nominations to the Board of Directors membership in accordance with the applicable laws & regulations & the regulation of SCA.
4. Review the composition of the Board of Directors, & the Committees on an annual basis & issue recommendation to the Board of Directors, when necessary regarding the membership of the Committees.
5. Assist the Board in the annual evaluation of the Managing Director, & the General Manager.
6. Prepare the human resources & training policy of the company, & monitor their implementation & review them annually.
7. Review the professional development plans & succession plans within the company & discuss this with the Board & senior management.
8. Review & submit recommendations to the Council on employment contracts, retirement & termination from service arrangements and any privileges of key members of senior management.
9. To prepare the policy for granting the bonuses, benefits, incentives & salaries for the members of the Board of Directors of the Company & its employees, & to review them on an annual basis. The Committee shall verify that the bonuses & benefits granted to the Company's Executive Management are reasonable & appropriate to the performance of the Company.
10. Review & evaluate the efficiency of the Committee's charter on an annual basis and request the Board of Directors for the proposed changes.

C. The following table shows the dates of the Nominations & Remuneration Committee meetings during 2022:

Serial No.	Meeting No.	Meeting date	No. of members
1	(01-38)	25-02-2022	3
2	(02-39)	09-06-2022	3
3	(03-40)	20-08-2022	4

(7) Insiders' Trading Follow-Up & Supervision Committee:

A) Mr. Mahmoud Mohammed Soliman Mohammed acknowledges his responsibility for the follow-up & supervision system on transactions of the insiders in the Company, review of its work mechanism & ensuring its effectiveness.

B) The names of the members of the Follow-up & Supervision Committee on the dealings of the insiders:

Name	Title
Mr. Mahmoud Mohammed Soliman Mohammed	Head of Insiders Committee
Mr. Abdelwaheed Fatthalla	Member of Insiders Committee

C) A summary of the Committee's work report during the year 2022.
- Follow-up of the trading activity on the company's shares by the insiders.
- Follow up on decisions and circulars issued by ADX and Kuwait Boursa regarding the ban periods and circulate them to insiders.
- The ADX and Kuwait Boursa were updated with the data of the insiders on 27 October 2022.
- Keeping a record of insiders' transactions on the company's shares during the year 2022
- Updated insider registry record in permanently & temporarily for internal company information.

(8) Other committees:

(A) Members of the Marketing & Sales Committee, acknowledges their responsibility for the committee system in the company and for reviewing its work mechanism ensuring its effectiveness.
Members of the Investment Committee, acknowledges their responsibility for the committee system in the company & for reviewing its work mechanism & ensuring its effectiveness.

(B) The names of the committees:
- Marketing & Sales Committee
- Investment Committee

(C) Details of previous committees (name, title, & duties):

Name	Title	Duties
Dr. Mohammed Abdullatif Khalifa Al Shehhi	Member of Marketing & Sales Committee	Approve the general strategy of marketing and sales as well as the estimated budget of sales in addition to policies, procedures and contracts related to sales.
Mr. Mohamed Ahmed Omar Salem Al Kurbi	Member of Marketing & Sales Committee	
Mrs. Deepa Raja Carbon	Member of Marketing & Sales Committee	
Mr. Himanshu Kapania	Member of Marketing & Sales Committee	
Dr. Mohammed Abdullatif Khalifa Al Shehhi	Member of Investment Committee.	Review and decide on tenders worth AED 2 million to AED 13 million, as well as review and approval of procurement policies and procedures.
Mr. Saleh Al Shaiba Saleh Al Mazrouei	Member of Investment Committee.	
Mr. Atul Daga	Member of Investment Committee.	
Mr. Mohamed Ahmed Omar Salem Al Kurbi	Member of Investment Committee.	

(D) Committees meetings in 2022

The number of marketing & sales committee meetings is 3 meetings.
The number of Investment Committee meeting is 2 meetings.

Meeting date	Title	Number of Members attended	Name of Members attended
01-08-2022	Marketing & Sales Committee	4	- Dr. Mohammed Abdullatif Khalifa Al Shehhi - Mr. Mohamed Ahmed Omar Salem Al Kurbi - Mrs. Deepa Raja Carbon - Mr. Himanshu Kapania
17-08-2022		4	- Dr. Mohammed Abdullatif Khalifa Al Shehhi - Mr. Mohamed Ahmed Omar Salem Al Kurbi - Mrs. Deepa Raja Carbon - Mr. Himanshu Kapania
20-08-2022		4	- Dr. Mohammed Abdullatif Khalifa Al Shehhi - Mr. Mohamed Ahmed Omar Salem Al Kurbi - Mrs. Deepa Raja Carbon - Mr. Himanshu Kapania
07-07-2022	Investment Committee	4	- Dr. Mohammed Abdullatif Khalifa Al Shehhi - Mr. Saleh Al Shaiba Saleh Al Mazrouei - Mr. Atul Daga - Mr. Mohamed Ahmed Omar Salem Al Kurbi
20-08-2022		4	- Dr. Mohammed Abdullatif Khalifa Al Shehhi - Mr. Saleh Al Shaiba Saleh Al Mazrouei - Mr. Atul Daga - Mr. Mohamed Ahmed Omar Salem Al Kurbi

(9) Internal Control System

A. The responsibility of the Board of Directors for the Internal Control System

The Board of Directors of the Company acknowledges its responsibility for the Company's internal control system and for reviewing the mechanism & effectiveness of the control system.

(1) Vision

In order to provide an independent evaluation of the business processes & internal Audit to the management, audit committee, board of directors of Ras Al Khaimah White Cement & Construction Materials Company PJSC & its subsidiaries and to provide the necessary guarantees to manage the risks that may impede the achievement of its tasks & objectives.

(2) Mission

For the purpose of carrying out audit work, independently reporting on the internal sections of Ras Al Khaimah White Cement & Construction Materials and related activities, providing objective analysis and recommendations that add value to the Audit Committee / Board of Directors & Executive Management. All internal audit projects will be conducted in accordance with the Standards of Professional Practice for Internal Auditing issued by the (Institute of Internal Auditors).

(3) Objectives

The Internal Audit Department is an independent evaluation department that assesses the adequacy and effectiveness of the controls, regulations, policies & procedures of Ras Al Khaimah Company for White Cement & Construction Materials.

The objectives of internal audit management are as follows:

- Review the operations / sub - operations of different departments of the company and determine whether these processes are carried out in accordance with the objectives, policies & procedures of Ras Al Khaimah Company for White Cement & Construction Materials and related regulations & legislation.
- Review the reliability & integrity of financial & operational information and the means used to identify, measure, classify & report such information.
- Review and evaluate the efficiency in resource utilization.

(4) Independence

Independence is achieved through the organizational position of the Internal Audit Department & the objectivity of internal auditors.
Internal auditors shall be free from any types of conflicts, whether arising out of professional interests, personal relationships or any other interests within Ras Al Khaimah Company for White Cement & Construction Materials or related activities that may be audited.
Internal auditors should be far from of any influences that would restrict or modify the scope of their work or reflect on their ability to judge with respect to the content of internal audit reports.

(5) Ability to detect fraud

Management is responsible for detecting and preventing fraud. The Internal Audit Department is well qualified to support management by assessing the effectiveness and adequacy of internal audit procedures to prevent & detect fraud.

(6) Reporting

The Internal Audit Department submits reports on the departments to the Audit Committee / Board of Directors and also submits management reports to the General Manager.

The following is the approach used by the Internal Audit Department to report:

- Discussion of initial reports on the departments / owners of operations.
- Issue a final report including section comments to the Audit Committee, the General Manager & the Business Process Owners.
- Follow-up the audit duties and present matters that have not been resolved to the subsequent Audit Committee meeting.

Other management responsibilities include:

- To play an active role and contribute to the identification of risks and also the development of an audit coverage plan for Ras Al Khaimah Company for White Cement & Construction Materials & their specific sections & operations; then accept joint ownership to maintain and continuously update that responsibility.
- Inform the Internal Audit Department and the General Manager of any internal control matters, whether they exist or are likely to occur, such as obstacles, thefts, fraud, embezzlement, unauthorized transactions as well as accounting errors, doubtful debts, etc. A report on these important matters will be presented at the meetings of the Audit Committee / Board of Directors.

(7) Relations with external auditors

The independent external auditors for Ras Al Khaimah Company for White Cement & Construction Materials perform shall perform legal acts that represent their responsibility to stakeholders.

The Internal Audit Department of Ras Al Khaimah Company for White Cement & Construction Materials will coordinate its activities with the activities of the external auditors, in order to obtain maximum degree of auditing & avoid duplication of effort. The Internal Audit Department will track the comments & recommendations included in the reports of external auditors.

(8) Special assignments

The Internal Audit Department may from time to time accept requests from the General Manager, the Audit Committee & the Board of Directors for special assignments. The terms of reference for these tasks will be agreed upon prior to these commitments.

Mechanism of the Internal Audit Functions

The following are the actions authorized by the Internal Audit Department:

- Implement a program of internal audit projects, if necessary, to achieve the objectives of the management.
- The full right to access all documents, records, employees, etc. of Ras Al Khaimah Company for White Cement & Construction Materials with very strict accountability for their secrecy during the internal audit process.
- Request support from the Audit Committee / Board of Directors to enable the internal audit team to perform their work properly.
- Asking for assistance when needed from persons, experts, auditors & administrators in the event of lack of skill sets & the need for competencies that may arise during the execution of the audit functions for several operations within Ras Al Khaimah Co. for White Cement & Construction Materials.
- Perform its functions in accordance with the risk-based internal audit plan.
- The Internal Audit Manager deals with specific, redefined & sensitive matters, as well as matters that are considered to be highly confidential.
- The scope of work of the Internal Audit Department is to provide internal audit services to Ras Al Khaimah White Co. for White Cement & Construction Materials, support the departments if necessary and make corrective recommendations to the Audit Committee / Board of Directors.

B. The name & qualifications of the Internal Audit Manager

The Internal Audit Department Manager is Mr. Mahmoud Mohamed Soliman, he was appointed on 3 January 2016. He holds the following certificates & experience:

- Bachelor of Commerce from Ain Shams University - Cairo in 2001.
- Certified Internal Auditor from the Institute of Certified Internal Auditors (IIA), USA.
- Certificate as compliance officer with an advanced level approved by the International Compliance Association in cooperation with the UAE Securities & Commodities Authority (SCA).
- Over 10 years' experience in finance & auditing.

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www.rakwhitecement.ae - info@rakwhitecement.ae

C. The Internal Audit Manager also act as the Compliance Officer.

D. How the Internal Audit Department deals with any major problem in the company

The Internal Audit Department deals with the major problems by following the usual practice in these cases, describing the problem accurately, including the supervisory gaps (if any) that led to them, the risks resulting from those gaps, the proposed procedures with the dependencies of the problem and also addressing the regulatory gaps that may have led to this problem & report thereon to the Audit Committee for discussion with the Committee & the relevant parties; then Audit Committee will issue a report with proposed recommendations for submission to the Board of Directors.

E. Number of reports issued by the Internal Control Department to the Company's Board of Directors.

"(2) Reports".

(10) Details of the violations committed during the financial year 2022 & state their reasons, & how to address them to avoid their recurrence in the future.

"None".

(11) The company's contribution to local community development.

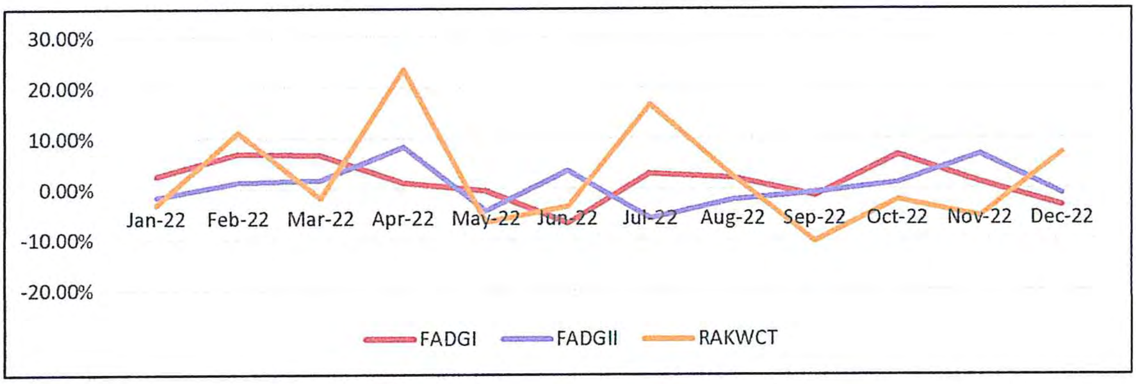
- The company contributed by donating bricks & interlocks to members of society, especially people of determination.
- Contributed to the donation of cement for the maintenance of one of the important castles to preserve the ancient Emirati antiquities.

(12) General Information:

A. The Company's share price on the Abu Dhabi Securities Market (highest / lowest / closing) during the fiscal year 2022:

Month	Lowest price	Highest price	Closing price
1	1.44	1.69	1.60
2	1.50	1.75	1.67
3	1.55	1.73	1.64
4	1.63	2.45	2.14
5	2.00	2.23	2.01
6	1.72	2.20	1.99
7	1.80	2.10	2.10
8	1.80	2.13	2.05
9	1.82	2.07	1.82
10	1.80	2.06	1.87
11	1.70	2.10	1.78
12	1.60	1.79	1.79

B. Comparative performance of the company's shares with the general market index & the industrial sector index during the year 2022:



C. Distribution of the Company's shareholders' equity as at 31 December 2022:

Shareholder category	Shareholding ratio			
	Individuals	Companies	Government	Total %
1) Local	8%	57%	10%	75%
2) GCC	20%	5%	-	25%
3) Arab countries	-	-	-	-
4) Other countries	-	-	-	-
Total	**28%**	**62%**	**10%**	**100%**

D. Shareholders own (5%) & more of the company's capital as at 31 December 2022:

Shareholder name	No. of owned shares	Ratio %
1) Ultra-Tech Cement Middle East Investments Limited	147,000,000	29%
2) Allied Investment Partners PJSC	134,317,495	27%
3) Government of Ras Al Khaimah	45,649,163	9%
Total	**326,966,658**	**65%**

E. The shareholder's distribution according to the size of their ownership as at 31 December 2022:

Share ownership	No. of shareholders	No. of owned shares	Ratio of owned shares to capital
1) Less than 50K	2,855	17,134,768	3%
2) From 50K to less than 500K	318	46,812,962	9%
3) From 500K to less than 5 Mio	63	88,540,182	18%
4) More than 5 Mio	6	347,669,088	70%
Total	**3,242**	**500,157,000**	**100%**

F. Below are details of the measures taken regarding investor relations guidelines

Mr. Abdelwaheed Fatthalla is in charge of/ Investor Relations in the company. His contact details are as follows:

- Email : a.fathalla@rakwhitecement.ae
- Landline : +971 7 266 8888 (Ext. 227)
- Mobile phone : +971 50 736 3779
- Fax : +971 7 266 8866
- Investor Relations Web page at: (http://www.rakwhitecement.ae/investor-relation/)

G. Below are the special resolutions that were presented in the general assembly held in 2022 & the actions taken there on.

The General Assembly, held on 31/03/2022, approved the following special resolutions:	
1. Amending Article No. (5) Paragraph No. (2) regarding the company's objectives:	
Before Amendment	**After Amendment**
2. To subscribe, purchase, own, in any form, shares, equity rights or bonds, issued by another Company that matches, entirely or partially, the purposes of the Company and involved in any activity which may, directly or indirectly, benefit the Company.	2. To subscribe, purchase, own, in any form, shares, any financial instruments including shares, equity rights, bonds or sukuks, issued by any public/private shareholding Company, within or outside United Arab Emirates, no matter the purpose of this purchase/ownership is for long-term investment or short-term investment for trading purpose. The Company has the right to own shares, entirely or partially, in non-shareholding Companies which or not involve in the same Company's activities, within or outside United Arab Emirates.
2. Amending Article (7) regarding (ownership percentage):	
Before Amendment	**After Amendment**
All Company's shares are nominal, and the percentage of shares ownership of UAE & GCC Citizens, must be not less than (51%) of share capital at any time, while the percentage of shares ownership of non UAE & GCC Citizens should not exceed (49%).	All Company's shares are nominal, and the percentage of shares ownership of UAE & GCC Citizens, natural and legal persons wholly owned by GCC Citizens, must be not less than (30%) of share capital at any time, while the percentage of shares ownership of non UAE & GCC Citizens should not exceed (70%).
The General Assembly, held on 06/23/2022, approved the following special resolution:	
1-Amending Article (19) of the Articles of Association regarding (company management):	
Before Amendment	**After Amendment**
The Company shall be managed by a Board of Directors consisting of (9) members elected by the General Assembly of shareholders through secret cumulative voting. The majority of the members of the Board of Directors shall be independent non-executive directors having practical experience and technical skills that benefit the Company. In all cases, upon selecting the non-executive members of the Company, it shall be taken into consideration that the member is able to allocate sufficient time and attention to his membership and that this membership does not represent a conflict with his other interests.	The Company shall be managed by a Board of Directors consisting of (9) members elected by the General Assembly of shareholders through secret cumulative voting. The one-third of the members of the Board of Directors shall be independent non-executive directors having practical experience and technical skills that benefit the Company. In all cases, upon selecting the non-executive members of the Company, it shall be taken into consideration that the member is able to allocate sufficient time and attention to his membership and that this membership does not represent a conflict with his other interests.

H. Rapporteur of Board of Directors.

Name	Appointment Date
Mr. Mahmoud Mohamed Soliman	23/06/2022
Mr. Saeed Ismail Al Ali (*)	01/05/2010

(*) He was rapporteur until 23/06/2022.

I. Below are list of the significant events that occurred during the year 2022.

- Ultra Tech Middle East Investment Company acquired (29%) of the company's shares.
- Allied Investment Partners PJSC acquired (27%) of the company's shares.

J. Statement of deals equal to 5% or more of the company's capital executed during the year 2022.
"None".

K. Below is statement of Emiratization rate in the company by the end of 2020,2021,2022:

2020	2021	2022
5.89%	7.29%	8.07%

L. Statement of innovative projects & initiatives carried out by the company or being developed during 2022.
"None".

Chairman of the Board

Date: 25 / 2 / 2023

Head of Audit Committee

Date: 25 / 2 / 2023

Nomination & Remuneration Committee Chairman

Date: 25 / 2 / 2023

Internal Control Department Director

Date: 25 / 2 / 2023