

أسمنت القصيم  
Qassim Cement



## Transaction Offer Timetable

and Key Dates  
and Milestones



## Transaction Offer Timetable and Key Dates and Milestones

With reference to the binding implementation agreement entered into by Qassim Cement Company (the “**Company**” or “**QCC**”) and Hail Cement Company (“**HCC**”) on 08/06/1445H (corresponding to 21/12/2023G) (the “**Implementation Agreement**”), pursuant to which QCC has agreed to make an offer to HCC’s shareholders to acquire all of the shares of HCC in consideration for newly issued shares in QCC pursuant to Article (26) of the Merger and Acquisition Regulations and in accordance with the Rules on the Offer of Securities and Continuing Obligations issued by the board of the Capital Market Authority (the “**CMA**”), and in accordance with the conditions and provisions of the Implementation Agreement, which will be implemented through QCC’s acquisition of all of HCC’s shares, which are (97,900,000) ordinary shares with a nominal value of (10) Saudi Riyals per share, through a securities exchange offer according to the exchange ratio of (0.21) shares, in consideration for QCC’s issuance of (20,559,000) ordinary shares with nominal value of (10) Saudi Riyals each for HCC’s shareholders (the “**Consideration Shares**”), through QCC’s increase of its capital from (900,000,000) Saudi Riyals to (1,105,590,000) Saudi Riyals and the increase of QCC’s shares from (90,000,000) shares to (110,559,000) shares (the “**Transaction**”).

With reference to Article (17)(c) of the Merger and Acquisition Regulations, the timetable below sets out the proposed dates for the key stages to complete the Transaction.

The dates below are approximate, and QCC (or HCC, or the Saudi Exchange (Tadawul), as the case may be) will announce when actual events that are required to be announced occur on the Saudi Exchange (Tadawul) website; in accordance with the relevant laws and regulations, including any changes to the timetable.

Event	Timeline/ Date
<b>1- Actions required in relation to the EGM</b>	
Submission of the final draft of the Offer Document to the CMA.	The final draft of the Offer Document was submitted to the CMA on 21/10/1445H (30/04/2024G).
The CMA’s approval on the Capital Increase application and on the publication of the Offer Document.	07/11/1445H (corresponding to 15/05/2024G).
The CMA’s approval to convene QCC’s Transaction EGM and HCC’s Transaction EGM.	11/11/1445H (corresponding to 19/05/2024G).
Publication of the invitation to QCC’s Transaction EGM on the Saudi Exchange (Tadawul) website (with a reference to the possibility of holding a second meeting within an hour after the end of the time of the first meeting if the first meeting was not quorate).	12/11/1445H (corresponding to 20/05/2024G).
Publication of the invitation to HCC’s Transaction EGM on Saudi Exchange (Tadawul) website (with a reference to the possibility of holding a second meeting within an hour after the end of the time of the first meeting if the first meeting was not quorate).	12/11/1445H (corresponding to 20/05/2024G).
Publication of the Offer Document, the Shareholders Circular, and the HCC Board Circular.	12/11/1445H (corresponding to 20/05/2024G).
Making documents available for inspection.	12/11/1445H (corresponding to 20/05/2024G).

Event	Timeline/ Date
The start of the electronic voting for shareholders on the agenda items in QCC's Transaction EGM.	29/11/1445H (corresponding to 06/06/2024G).
The start of the electronic voting for shareholders on the agenda items in HCC's Transaction EGM.	29/11/1445H (corresponding to 06/06/2024G).
QCC's Transaction EGM (first meeting) – quorum required is shareholders representing at least 50% of the share capital.	04/12/1445H (corresponding to 10/06/2024G).
QCC's Transaction EGM (second meeting) – if the quorum for the first meeting is not met. The quorum required for the second meeting is shareholders representing at least 25% of the share capital.	One hour after the time of the first inquorate meeting.
HCC's Transaction EGM (first meeting) – quorum required is shareholders representing at least 50% of the share capital.	04/12/1445H (corresponding to 10/06/2024G).
HCC's Transaction EGM (second meeting) if the first meeting was not quorate – quorum required for the second meeting is shareholders representing at least 25% of the share capital.	One hour after the time of the first inquorate meeting.
Announcing the Transaction Resolutions made at QCC's Transaction EGM (first or second meeting) on the Saudi Exchange (Tadawul) website (or, if the EGM was inquorate, the announcement of such fact).	05/12/1445H (corresponding to 11/06/2024G).
Announcing the Transaction Resolutions made at HCC's Transaction EGM (first or second meeting) on the Saudi Exchange (Tadawul) website (or, if the EGM was inquorate, the announcement of such fact).	05/12/1445H (corresponding to 11/06/2024G).
<b>2 -Actions Required in the event that the first and second EGMs are inquorate</b>	
The CMA's approval to convene QCC's Transaction EGM (third meeting) or HCC's Transaction EGM (third meeting).	06/12/1445H (corresponding to 12/06/2024G).
Publication of the invitation to QCC's Transaction EGM (third meeting) or HCC's Transaction EGM (third meeting) on the Saudi Exchange (Tadawul) website.	06/12/1445H (corresponding to 12/06/2024G).
Electronic voting commences for QCC's Transaction EGM (third meeting) or HCC's Transaction EGM (third meeting).	23/12/1445H (corresponding to 29/06/2024G).
QCC's Transaction EGM (third meeting) or HCC's Transaction EGM (third meeting) – which will be valid irrespective of the number of shares represented in the meeting.	27/12/1445H (corresponding to 03/07/2024G).
Publication of the Transaction Resolutions made at the third meeting of QCC's EGM or HCC's EGM (as applicable) on the Saudi Exchange (Tadawul) website.	28/12/1445H (corresponding to 04/07/2024G).

Event	Timeline/ Date
<b>3- Transaction Completion and complementary steps</b>	
Transaction Completion.	<p>04/12/1445H (corresponding to 10/06/2024G) (In the event that the approval of the Transaction EGM is issued for both QCC and HCC in the first or second meeting).</p> <p>27/12/1445H (corresponding to 03/07/2024G) (if approval is obtained in the third meeting of QCC's Transaction EGM and/ or HCC's Transaction EGM, as the case may be).</p>
Suspension of the trading of HCC's shares.	<p>The first trading session following the Transaction Completion, which is expected to occur on:</p> <p>05/12/1445H (corresponding to 11/06/2024G) (In the event that the approval of the Transaction EGM is issued for both QCC and HCC in the first or second meeting).</p> <p>28/12/1445H (corresponding to 04/07/2024G) (if approval is obtained in the third meeting of QCC's Transaction EGM and/ or HCC's Transaction EGM, as the case may be).</p>
Delisting HCC's shares from the Saudi Exchange (Tadawul).	<p>Within a period of not less than the second trading session and not exceeding the sixth trading session after the date of Transaction Completion.</p>
Listing the Consideration Shares on the Saudi Exchange (Tadawul) and allocating such shares to HCC's shareholders registered in HCC's shareholders' register at the end of the second trading session following the date of Transaction Completion.	<p>Within a period of not less than the second trading session and not exceeding the sixth trading session after the date of Transaction Completion.</p>
Amendment to QCC's commercial register and depositing the amended bylaws with the Ministry of Commerce.	<p>Within thirty (30) days from the date of Transaction Completion, which is expected to occur before:</p> <p>04/01/1446H (corresponding to 10/07/2024G) (In the event that the approval of the Transaction EGM is issued for both QCC and HCC in the first or second meeting).</p> <p>29/01/1446H (corresponding to 04/08/2024G) (if approval is obtained in the third meeting of QCC's Transaction EGM and/ or HCC's Transaction EGM, as the case may be).</p>
The deadline to distribute the proceeds of fractional shares sold.	<p>Within thirty (30) days from the date of Transaction Completion, which is expected to occur before:</p> <p>04/01/1446H (corresponding to 10/07/2024G) (In the event that the approval of the Transaction EGM is issued for both QCC and HCC in the first or second meeting).</p> <p>29/01/1446H (corresponding to 04/08/2024G) (if approval is obtained in the third meeting of QCC's Transaction EGM and/ or HCC's Transaction EGM, as the case may be).</p>



أسمنت القصيم  
Qassim Cement



Qassim Cement Co.  
Building No: 4266 | Unit Number: 1  
Buraidah: 52271 - 6735  
Kingdom of Saudi Arabia  
Phone : (+966) 16 316 5555  
Email : ir@qcc.com.sa

**qcc.com.sa**