

## Supplementary Prospectus

This Supplementary Prospectus should be read with the Prospectus dated 8/6/1435H (Corresponding to 8/4/2014G) issued by Umm Al-Qura Cement Company with regard to offering of 27,500,000 ordinary shares representing 50% of the Company's Share Capital (following subscription) through an Initial Public Offering at an Offer Price of SAR 10 per share

Financial Advisor, Lead Manager and Underwriter

**الرياض المالية**  
**riyad capital**

Selling Agents



### Important Notice

This Supplementary Prospectus includes details given in compliance with the listing rules of the Capital Market Authority of Saudi Arabia ("CMA"). Directors whose names appear on page (2) of this Prospectus collectively and individually accept full responsibility for the accuracy of the information contained in this Supplementary Prospectus and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading. CMA and the Saudi Arabian Stock Exchange (Tadawul) take no responsibility for the contents of this Prospectus, make no representations as to its accuracy or completeness and expressly disclaim whatsoever for any loss arising from or incurred in reliance upon any part of this document.

This Supplementary Prospectus is issued on 28/6/1435H (corresponding to 28/4/2014G)

***This Prospectus is an English translation of the official Arabic Prospectus. In case of any differences between the two, the Arabic version shall prevail.***

## 1- The Company

Umm Al-Qura Cement Company (referred to in this Supplementary Prospectus as “UACC” or the “Company”) is a Saudi joint stock company, with its head office in Riyadh, Sulaimaniyah District, Al Tahliya Street, P.O. Box 1082, Postal Code 11433, incorporated pursuant to Ministerial Resolution No. 214/Q, dated 25/8/1434H (corresponding to 4/7/2013G) with Commercial Registration number 1010382514 issued on 28/8/1434H (corresponding to 7/7/2013G).

## 2- Offering Period

The Offering will commence on Tuesday 29/6/1435H (corresponding to 29/4/2014G) and will remain open up to and including 6/7/1435H (corresponding to 5/5/2014G)

## 3- Important Remarks

Members of the Board of Directors whose names are listed in page 2 hereof declare that this Supplementary Prospectus (Supplementary Prospectus) was submitted to CMA and issued on 28/6/1435H (corresponding to 28/4/2014G) and it supplements the Prospectus dates 8/6/1435H (corresponding to 8/4/2014G) issued by the Company.

This Supplementary Prospectus should be read with the Prospectus, and the reader of the Prospectus should obtain a professional independent advice, as this Supplementary Prospectus had been prepared without considering the individual objectives of the investor and his financial condition.

The terms and expressions included in this Supplementary Prospectus have the same meanings given to them in the Prospectus.

It is strictly forbidden to distribute this Supplementary Prospectus or sale of Offer Shares to any person other than the investors described in the Prospectus or in any other country other than the Kingdom of Saudi Arabia. The Company, Founding Shareholders and the Financial Advisor bring the attention of recipients of this Supplementary Prospectus to the necessity of acquainting themselves with such restrictions and complying with them.

## 4- Reason for issuing this Supplementary Prospectus

According to CMA conditions, the Company must submit a supplementary Prospectus if at any time after issuance of the Prospectus and before admission to the Official List, the Company becomes aware that

1. There has been a significant change in any material information contained in the Prospectus or any document required by the Listing Rules, or
2. Additional significant matters have become known which would have been required to be included in the Prospectus.

The Company has learned new information that arose after the date of approval of the Prospectus by CMA and the Company believes that such information can make a significant change in important matters contained in the Prospectus. Directors whose names appear on page (2) of this Supplementary Prospectus declare that there is not any material matter or additional important things other than what have been disclosed in the Supplementary Prospectus.

## 5- New Information

On 25/4/1435H (corresponding to 25/2/2014G), Umm Al-Qura Cement Company held an Extraordinary General Assembly for the following purposes:

1. Approve the Capital increase from SAR 275 million to SAR 550 million by issuing 27,500,000 new shares at in nominal value of the shares subscribed for by the public during the IPO, and authorize the Board of Directors to proceed with the public offering to the end.
2. Approve the waiver of Shareholders who are registered in the company's Shareholders Register on the day of the Extraordinary General Assembly of their preemptive right to subscribe to the new issued shares totaling to 27,500,000 shares.
3. Approval of the amendment of Articles 7 and 8 of the Company's By-Laws relating to the Capital and subscription.
4. Approval of the Charter of the Audit Committee.
5. Approval of the Charter of the Nominations and Remuneration Committee.
6. Approval of the amendment of Article 18 of the Company's By-Laws, by increasing the Board members from five to six.

In this Meeting, the Company has appointed Ahmed bin Saeed Al-Ay as the sixth Director in the Company's Board through a vote by Shareholders of the Company. On 16/06/1435H (16/04/201G), the Company was notified by the Ministry of Commerce and Industry, that the appointment of Ahmed bin Saeed Al-Ay is not valid due to a procedural error related to the preparation of the draft call for the Company's Extraordinary General Assembly and because the Company failed then to open nomination Board membership. Consequently, the sixth Director's position is vacant. Currently, the Board consists of the following members:

S	Name	Representation	Post	Capacity	Nationality	Age	Direct Ownership (%)		Direct Ownership (%) before Offering	
							No of Shares	Ownership %	No of Shares	Ownership %
1	Abdul Aziz Omran Al Omran	Abdul Aziz Omran Al Omran and Partners Company	Chairman of the Board	Non-Executive/ Non-Independent	Saudi	49	-	-	1,886,027	6.86%
2	Abdullah Abdul Aziz Al Abdullatif	-	Board Member	Non-Executive/ Independent	Saudi	33	370,000	1.35%	-	-
3	Saleh Ibraheem Al Khulaifi	-	Board Member	Non-Executive/ Independent	Saudi	56	-	-	-	-
4	Saud Mohammad Al Sabhan	-	Board Member	Non-Executive/ Independent	Saudi	41	-	-	-	-
5	Fawaz Hamad Al Fawaz	-	Board Member	Non-Executive/ Independent	Saudi	57	-	-	-	-
6	Vacant	-								

The Company will open nomination for Board membership to the public to fill the vacant position within six months of listing the shares in the Saudi Stock Exchange. After listing, the Company will announce details relating to the General Assembly which will be held to vote on the candidates and appointment a Director in the vacant position.

