

National Central Cooling Company PJSC



2012 Dividend Payment Proposal

- Tabreed recently released its 2012 full year financial results
- Net profit attributable to the parent reached AED 236.3 million in 2012, an increase of 29 per cent from the previous year
- Following the company's recapitalization program which was completed in 2011, Tabreed has now delivered two consecutive years of profit growth
- Given the above, the company has negotiated with the relevant stakeholders to present to shareholders a cash dividend proposal of 5 fils per share for the fiscal year ended 31 December 2012
- The proposal will be presented to shareholders to vote on at the company's AGA which is scheduled to take place on 9 April 2013

2012 Dividend Proposal Overview

At a meeting of Tabreed's Board of Directors held on February 24th 2013, the Board agreed to recommend to the company's shareholders a cash dividend of 5 fils per share for fiscal year ended 31 December 2012

If shareholders approve the Board's recommendation, all common shareholders will receive a cash dividend of 5 fils per share

This will automatically entitle Mubadala Development Company (the bondholder) to an equivalent payment of 5 fils per share, as per the terms of the existing Mandatory Convertible Bonds issued to Mubadala in April 2011 and December 2012

Mubadala is entitled to the bondholder payment in cash, but has agreed to accept this payment in new shares. These shares will be issued to Mubadala in the form of new non-coupon bearing mandatory convertible bonds which can be converted into Tabreed shares by April 2019

Shareholders can vote to either accept or reject the entire proposal at the company's AGA on 9 April 2013

2012 Dividend Proposal Explained

What?

A dividend of 5 fils per share

Who?

Common shareholders

Mandatory Convertible Bonds Holder (Mubadala)

How?

Cash payment

Additional shares

Terms?

Cash paid 30 days after AGA approval

Equivalent non-coupon bearing MCB¹ convertible by 2019

¹ Mandatory Convertible Bond

1) Why is the Board recommending a dividend?

Tabreed's Board is recommending a dividend payment to shareholders as a result of the company's solid performance in 2012.

2) How much is the recommended dividend?

The Board is recommending a dividend of 5 fils per share for the fiscal year ended 31 December 2012.

3) When will shareholders get to vote on the Board's dividend recommendation?

Shareholders can vote on the Board's dividend proposal at Tabreed's AGA, which takes place on 9 April 2013.

4) How do shareholders register to vote at the AGA?

Shareholders can vote by either attending the AGA themselves and casting their vote, or by giving a proxy to someone else to vote on their behalf at the AGA.

5) If shareholders approve the Board's dividend recommendation, when will they receive their cash dividend?

The 2012 cash dividend will be paid 30 calendar days after the approval at the AGA.

Shareholders who are registered in the company's sharebook 10 calendar days after AGA approval (ex-dividend date) will be entitled to receive a dividend.

6) If shareholders approve the Board's dividend recommendation, how will they receive their dividend?

As per SCA's policy, shareholders will receive their dividend by cheque from the company's registrar, NBAD.

7) If shareholders approve the Board's dividend recommendation will the bondholder, Mubadala, receive a bondholder payment?

Yes. This is a term of Mubadala's existing Mandatory Convertible Bonds issued in April 2011 and December 2012.

8) How much is the bondholder payment?

The 2012 bondholder payment is equal to the per share dividend payment for common shareholders.

It will be 5 fils per share for each share Mubadala would hold if the existing bonds were converted into shares on the date the dividend is declared.