

National Central Cooling Company PJSC (Tabreed) Invitation to the Annual General Assembly Meeting of the Company's Shareholders

The Board of Directors of National Central Cooling Company PJSC (Tabreed or the Company) is pleased to invite its shareholders to attend the Annual General Assembly Meeting, which is to be held on Wednesday, 2 March, 2016 at 5.00 P.M. (17:00 hrs) at the Beach Rotana Hotel, Al Thuraya ballroom - Abu Dhabi, to discuss and resolve the items detailed hereunder:

- 1) **Special Resolution:** Consider and approve amending the Company's articles of association in line with Federal Law No 2 of 2015 concerning the Commercial Companies.
- 2) Consider and approve the report of the Board of Directors on the Company's activities and its financial position for the fiscal year ending 31 December 2015.
- 3) Consider and approve the auditor's report on the Company's financial position for the fiscal year ending 31 December 2015.
- 4) Consider and approve the Company's financial statements and profit and loss statement for the fiscal year ending 31 December 2015.
- 5) Consider and approve the proposal of the Board of Directors regarding the distribution of cash dividends at 6 fils per share or 6% of the Company capital for the fiscal year ending 31 December 2015.
- 6) Discharge the members of the Board of Directors from their liabilities for the fiscal year ending 31 December 2015.
- 7) Discharge the auditors from their liabilities for the fiscal year ending 31 December 2015.
- 8) Approve the Board of Directors remuneration for the fiscal year ending 31 December 2015.
- 9) Appoint the Company's auditors for the fiscal year ending 31 December 2016 and determine their remuneration.

Remarks:

1. Each shareholder is entitled to attend the Company's Annual General Assembly Meeting and may authorize another person (other than a member of the Company's Board of Directors) to attend the above mentioned meeting on behalf of the shareholder pursuant to a proxy provided that the representative does not hold in such capacity more than 5% of the Company's share capital (persons of incomplete capacity or incapable shall be represented by their legal representatives and minors shall be represented by their parent or guardian). A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in a general assembly. The delegated person shall have the powers as determined in the delegating resolution. The proxy form must be submitted and delivered to the Securities Services Department at National Bank of Abu Dhabi, P.O. Box 6865, Abu Dhabi not less than two days prior to the date of the meeting. Only original proxies will be accepted.
2. Shareholders who are registered in the Company's share book on Sunday 13 March 2016 shall be deemed to be entitled to receive the dividends if the Annual General Assembly Meeting convened on its first meeting on 2 March 2016. Shareholders who are registered on Sunday 20 March 2016 shall be deemed to be entitled to receive the dividends if the Annual General Assembly Meeting convened on its second meeting on 9 March 2016.
3. The Annual General Assembly Meeting will be quorate if shareholders representing not less than 50% of the Company's share capital attend. Each shareholder who is registered in the Company's share book on Tuesday 1 March 2016 is entitled to attend the first meeting on 2 March 2016. In the event a quorum for the first meeting is not achieved, the Annual General Assembly Meeting will be adjourned until Wednesday, 9 March, 2016 at the same time and place and will be considered duly convened if attended by one or more shareholders. Shareholders who are registered in the Company's share book on 8 March, 2016 shall then be entitled to attend the second meeting.
4. Where the necessary quorum is not achieved in the first meeting, all duly completed proxy forms shall continue to be valid and in full force for any adjourned meeting unless revoked by the relevant shareholder by notice to the Securities Services Department at the National Bank of Abu Dhabi at least two days prior to the relevant adjourned meeting.
5. Shareholders required to update their contact details at the Dubai Financial Market to ensure that dividends are delivered properly. Dividends will be distributed through the Dubai Financial.
6. Copies of the Company's articles of association together with the proposed amendments, financial report and Corporate Governance Report for the year ended 31 December 2015 are available on the Company's website <http://www.tabreed.ae> and will be available at the meeting venue upon registration on the day of meeting.