

Corporate Governance Report

2021



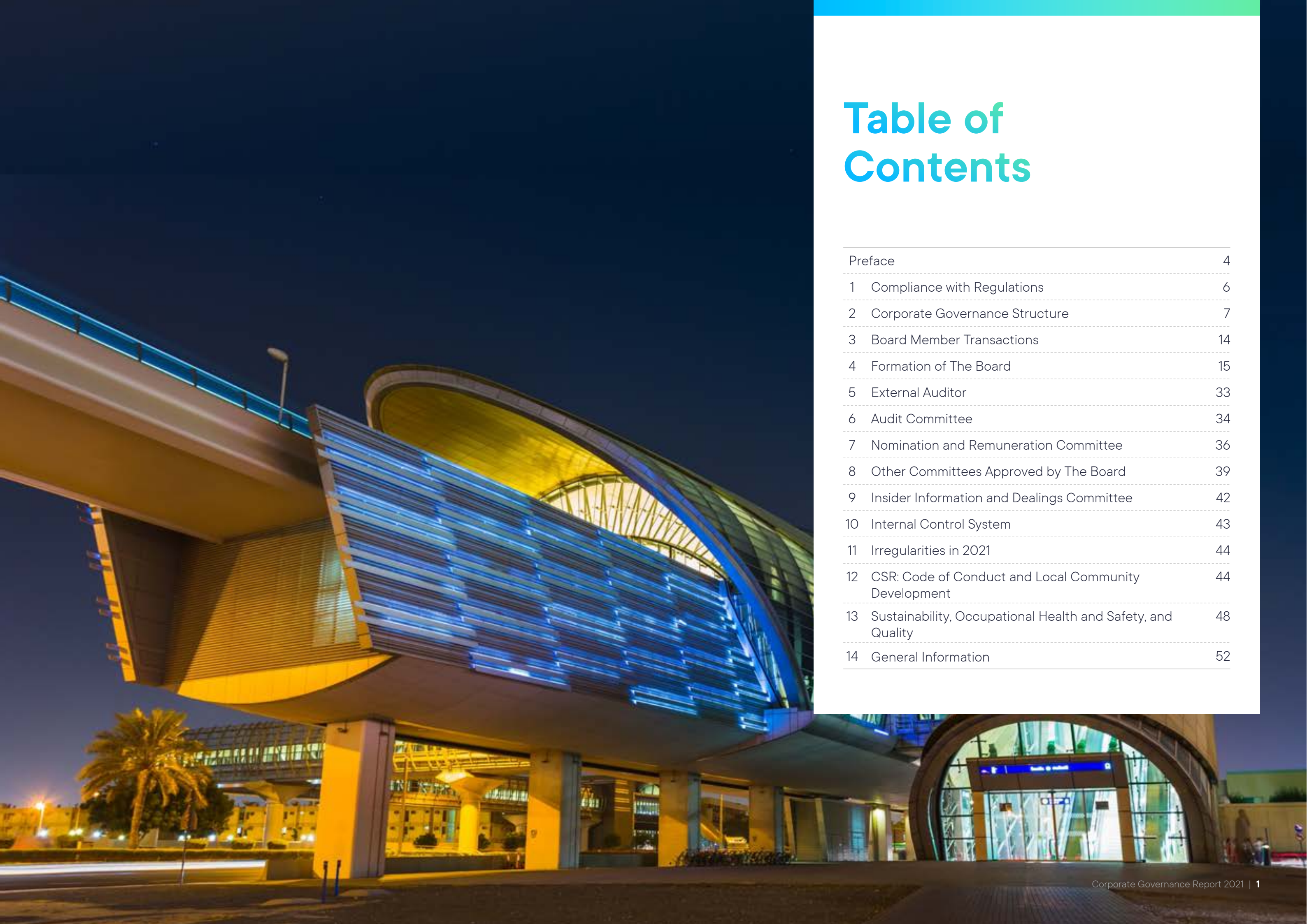


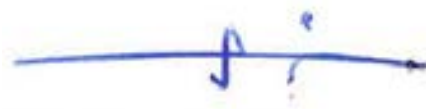
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This Corporate Governance Report is Approved By:



Khaled Abdulla Al Qubaisi
Chairman of the Board



Khalid Al Marzooqi
Chief Executive Officer



Mohammed Al Huraimel
Al Shamsi
Chairman of the Audit Committee



H.E. Dr Ahmad bin Abdullah
Humaid Belhoul Al Falasi
Chairman of the Nomination and
Remuneration Committee



Mousa Sajwani
Internal Control & Risk



Preface

Corporate governance is the system of rules, practices and processes used to direct and manage a company.

The following report is governed by the Securities and Commodities Authority (“SCA”) Chairman’s Board of Directors’ Decision No. 3 of 2020 as amended from time to time on the Joint Stock Companies Governance Guide (“**Decision 3/2020**”) and the format of this report is prescribed by the SCA. This report outlines the compliance of National Central Cooling Company PJSC (the “**Company**” or “**Tabreed**”) with Decision 3/2020, and the Company’s overall integral governance structure in the period from 1 January 2021 to 31 December 2021.

In addition to the above, to ensure compliance with the external rules, Tabreed has adopted, to list a few without limitation, a number of internal policies and procedures to emphasize the enforcement and application of the corporate governance by the Board and Tabreed’s employees:

- Code of Conduct
- Related Party Transaction Policy
- Tabreed Market Conduct and Securities Trading Policy
- Internal Control Policy
- Human Rights Policy (pending final form and Board approval)
- Diversity, Equity and Inclusion Policy

Incorporated in 1998, Tabreed has **24 years** of industry leading experience in the district cooling sector, with offices across the GCC and India, with the aim of exploring entry into other countries. Throughout its journey Tabreed has enhanced its commitment to implementing the highest standards of corporate governance within the Company to **enhance value** for its shareholders and stakeholders.

1. Compliance with Regulations

Tabreed's corporate governance system is well developed, adopts local and international best practice and meets all relevant requirements of UAE legislation on corporate governance, including the Commercial Companies Law No. 2 of

2015 (as amended) and Decision 3/2020. Decision 3/2020 applies to Tabreed's listing on the Dubai Financial Market ("DFM"). The SCA supervises, controls and verifies Tabreed's compliance with Decision 3/2020.

2. Corporate Governance Structure

The General Assembly Meeting is the highest decision-making body in the Company and is the forum in which shareholders exercise their right to decide on the Company's direction. The Annual General Assembly Meeting ("**AGA**") is convened once a year to carry out tasks such as adopting the Board of Directors' report and the annual and consolidated accounts, discharging the members of the Board of Directors and the auditors from liability and deciding how the profit of the past financial year is to be allocated.

The shareholders are the ultimate decision-makers in respect of the direction of the Company as the shareholders are responsible for appointing the Board of Directors at the AGA of the Company, each such appointment being for a term of three years. The shareholders present at the AGA also elect the auditors who in turn report on their scrutiny to the AGA.

The following sections summarize how the Company has applied the principles of Decision 3/2020 and its compliance with these principles.

Board of Directors (Art. 6, Decision 3/2020)

The appointment, roles and responsibilities of the Board of Directors of Tabreed (the "**Board**" or "**Board of Directors**") are outlined in Tabreed's Articles of Association ("**AoA**").

Upon implementation of the membership balance criteria set down by Decision 3/2020 in relation to executive, non-executive and independent members of the Board, we confirm that compliance was maintained by Tabreed in relation to all criteria including those requirements for the independence of the Board members save that the Chairman

is no longer considered under Decision 3/2020 as independent by virtue of being re-elected on more than four occasions by the shareholders of Tabreed. In addition, to the Chairman, the current Board of Tabreed comprises eight independent directors out of the total of nine Board members. The Board has at all times maintained an appropriate level of skills, experience and capabilities across the membership.



Chairman of the Board (Art. 7 and 15, Decision 3/2020)

In 2021, Khaled Abdulla Al Qubaisi presided as the Chairman of the Board (the “**Chairman**”). The Chairman of Tabreed’s Board is a non-executive director with extensive and prominent experience in the finance and energy sectors both regionally and internationally. Throughout the year, the Chairman ensured that the Board participated effectively at Board meetings and that each member of the Board acted in the best interest

of Tabreed and its shareholders. The Chairman developed the structure of, and agenda for, meetings of the Board, overseeing communication between Board members and shareholders, and encouraged constructive relations between the Board members.

Members of the Board (Art. 9, 10, 13 – 19, Decision 3/2020)

The members of the Board have a diverse set of skills and experience. Each member’s duty is to act in the best interests of Tabreed and its shareholders. Each member of the Board ensures that Tabreed’s management maintains systems and processes to ensure adherence to laws, regulations and Tabreed’s operational requirements.

The Board ensures that Tabreed’s management provides them with sufficient information, in a timely manner, to make informed decisions that affect the direction of the Company.

The Board members participate in Board meetings, giving independent opinions on strategic issues, policy, accounting, resources and principles of required behaviour. The Board tracks the Company’s performance against strategic objectives.

Each year, all Board members disclose to Tabreed an assessment of their independence, potential conflicts of interest, confirmation of confidentiality, details of any share trading and details of their significant positions in public companies or other institutions.

Remuneration of the Chairman and the Board Members (Art. 29, Decision 3/2020)

The Chairman and the Board members are entitled to be remunerated by a percentage of up to a maximum of 10% of the net profits of the Company in respect of each fiscal year, subject to the approval by the shareholders at the

Company’s AGA and subject to setting aside a statutory reserve of 10% of the net profits of the Company.



Board Committees (Art. 53 and 58 Decision 3/2020)

The Board is empowered to establish Board committees and to delegate powers to such committees as necessary or appropriate. The Board delegates certain functions to well-structured committees but without abdicating its own responsibilities.

Board committees are an effective way to distribute work between Board members and allow for more detailed consideration of specific matters. All the Board committees are functioning on behalf of the Board and the Board will be responsible for constituting, assigning, co-opting and fixing terms of service for Board committee members.

Tabreed’s Board has constituted four committees and implemented charters that define the

obligations, duration and authority of each committee and these committees are regularly monitored by the Board regarding their performance and commitment. These committees are:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Finance Committee; and
4. Projects Committee.

The Audit Committee and the Nomination and Remuneration Committee are mandated by Decision 3/2020. The Finance Committee and the Projects Committee have been established by the Board of Directors as additional committees to facilitate the business requirements of the Company.

Nomination and Remuneration Committee (Art. 59, Decision 3/2020)

The Nomination and Remuneration Committee assists the Board in discharging its responsibilities in relation to qualifications, compensation, appointment and succession of the Company’s directors and key management personnel.

The Committee oversees the Company’s nomination process for the Board of Directors and continuously monitors the independence of the independent members of the Board (see *Section 7 for further detail on the Nomination and Remuneration Committee*).

Audit Committee (Art. 60, 61 and 62, Decision 3/2020)

The Board maintains an Audit Committee that monitors financial statements, reviews and recommends changes to Tabreed's financial and control systems, and appoints and maintains an appropriate relationship with the Company's external auditors.

The Audit Committee also oversees the Internal Control function and is responsible for approving recommendations for internal control improvements (see Section 6 for further detail on the Audit Committee).



Finance Committee

The role of the Finance Committee is to assist the Board in monitoring and reviewing:

- a) the economics and financial returns of investments and commitments;
- b) debt and equity financing transactions; and
- c) financial risk management programs of the Company (see Section 8(a) for further detail on the Finance Committee).

Projects Committee

The role of the Projects Committee is to assist the Board and management in the successful tendering and execution of projects, management of project related contracts, procurement processes, health/safety and the environment, or any other matter that may be critical for the efficient, safe and reliable operation of the Company's projects and existing assets (see Section 8(b) for further detail on the Projects Committee).

Internal Control (Art. 66 and 67, Decision 3/2020)

Tabreed's Internal Control function is maintained by the Board with certain responsibilities delegated to the Audit Committee. The Board provides independent, objective and authoritative advice as well as assurance over the Internal Control environment to the Board, Audit Committee and management, to assist them in discharging their functions and duties conferred and imposed on them.

The Board ensures that the internal controls are effective by reviewing the work of the Audit Committee, effectively dealing with risk and control issues at Board meetings and requiring that risk and internal control issues are discussed at each Board meeting. The Board also ensures that an internal control review is conducted by the Internal Control function each year (See Section 10 for further detail on the Internal Control function).

External Auditor (Art. 70, Decision 3/2020)

On the recommendation of the Audit Committee, the Board appointed PricewaterhouseCoopers ("PwC") as Tabreed's external auditor at the 2020 AGA held on 21 March 2021. The Board ensures that the external auditor remains independent from

Delegation to Management (Art.14, Decision 3/2020)

The Board provides guidance and direction to Tabreed's management towards achieving the strategic objectives of Tabreed.

The Board is responsible for the direction and oversight of the Company on behalf of the shareholders. The day-to-day activities of Tabreed are delegated to management through the Board approved Delegation of Authority as amended and approved by the Board on 11 November 2020. The Delegation of Authority will be valid for a duration of 3 years and subject to regular review and amendment (if required) by the Board and the Audit Committee.

The Delegation of Authority delegates authority from the Board to executive management to execute certain:

- Contractual or other commitments;
- Expenditure, purchases; and
- Investments,

in each case below a specified maximum limit amount (in AED), beyond which approval of the Board is required. To give effect to the Delegation of Authority, the Board has granted a general Power of Attorney to the Chief Executive Officer, subject to the abovementioned

the Company. The external auditor has broad powers to provide reports to the General Assembly Meeting and to regulatory bodies (see Section 5 for further detail on the External Auditor).

maximum limit amount and which shall remain in force for the same duration of the Delegation of Authority. Other than the above Delegation of Authority there are no other standing delegations of authority from the Board of Directors to the management of the Company. All other powers, authorities and responsibilities in respect of the management of the Company are vested in the Board in accordance with the AoA, subject to those matters reserved under such AoA and/or applicable laws and regulations for the exclusive decision by the shareholders of the Company at the General Assembly of the Company.

The Board also provides guidance and direction to management through the following mandates that are regularly reviewed by the Board:

- The five-year strategic plan;
- Tabreed's policies;
- The annual budget;
- Key performance indicators; and
- Regular reporting against performance targets.

Shareholders' Rights (Art. 48, 49, 50 and 51, Decision 3/2020)

The Board is committed to maintaining the highest standards in relation to recognition of shareholders' rights. This commitment is outlined in the Charter of the Board of Directors. To that end, Tabreed maintains an appropriately resourced shareholder communications function and has engaged the DFM and First Abu Dhabi Bank ("FAB") to assist with engagement of shareholders.

The purpose of each of the investor relations and shareholder communications functions as well as

FAB's and the DFM's role is to ensure that shareholders receive all required financial reports and relevant information, that shareholders are notified of and attend General Assembly meetings, and that dividend payments, when approved, are provided to each shareholder on a timely basis.

The AoA sets out the shareholders' rights to information, voting, participation at meetings and information on candidates for Board positions.

Code of Conduct (Art. 52, Decision 3/2020)

The manner in which the Company expects the Board, its employees, the auditors and the persons to whom specific duties are assigned to behave with respect to each other, the law,

customers, suppliers, stakeholders and the community is articulated in the Tabreed Code of Conduct.



3. Board Member Transactions

The Company's Market Conduct and Trading Policy has rules governing the dealings by the Board members and their close family in Tabreed's securities. A fundamental restriction in place is that no Board member or Tabreed employee is allowed to trade in Tabreed securities during a blackout period. Blackouts occur over the periods when sensitive information is being developed or considered. The table below outlines the Board members' (and their immediate relatives') shareholdings and share transactions during 2021:

Name	Position	Total shares held as of 31/12/2021	Total shares bought	Total shares sold
Khaled Abdulla Al Qubaisi	Chairman	659,333	0	0
Saeed Ali Khalfan Al Dhaheri	Board Member	5,547,771	0	0
Ahmed Ali Khalfan Al Dhaheri	Family Member	4,681,267.39	4,681,267.39	0
Paulo Almirante	Vice-Chairman	0	0	0
H.E. Dr Ahmad Belhoul Al Falasi	Board Member	0	0	0
Mohammed Al Huraimel Al Shamsi	Board Member	0	0	0
Musabbeh Al Kaabi (Appointed at the GA on 21 March 2021)	Board Member	0	0	0
Mohamed Jameel Al Ramahi (Resigned on 21 March 2021)	Board Member	0	0	0
Sébastien Arbola (Resigned from the Board on 12 July 2021)	Board Member	0	0	0
Pierre Cheyron (Appointed by the Board on 12 July 2021)	Board Member	0	0	0
Frédéric Claux	Board Member	0	0	0
Frédérique Dufresnoy (Resigned from the Board on 12 July 2021)	Board Member	0	0	0
Anne-Laure de Chammard (Appointed on 12 July 2021)	Board Member	0	0	0

4. Formation of The Board

4(a) Board Composition

The following table outlines details of each Board member holding office during 2021 in terms of independence, executive position and term of office.

Name	Position	Year of Appointment	Executive	Independent
Khaled Abdulla Al Qubaisi	Chairman	2009	✗	✗
Paulo Almirante	Vice Chairman	2017	✗	✓
H.E. Dr Ahmad Belhoul Al Falasi	Member	2017	✗	✓
Mohammed Al Huraimel Al Shamsi	Member	2014	✗	✓
Mohamed Jameel Al Ramahi	Member	From 2017 to 2021	✗	✓
Dr. Musabbeh Al Kaabi	Member	2021	✗	✓
Sébastien Arbola	Member	From 2017 to 2021	✗	✓
Pierre Cheyron	Member	2021	✗	✓
Frédéric Claux	Member	2017	✗	✓
Frédérique Dufresnoy	Member	From 2017 to 2021	✗	✓
Anne-Laure de Chammard	Member	2021	✗	✓
Saeed Ali Khalfan Al Dhaheri	Member	2017	✗	✓

Tabreed has one female member on its Board of Directors. Frédérique Dufresnoy served on the Board until 12 July 2021 and was subsequently succeeded by Anne-Laure de Chammard to complete the term of her predecessor, subject to ratification at the next Annual General Assembly meeting to be held in March 2022. In the most recent Board election process carried out in March 2020, candidates were publicly invited to nominate themselves for election. Although other nominations were received from female candidates no female candidates, other than Frédérique Dufresnoy, were elected by the shareholders pursuant to the secret, cumulative ballot of the General Assembly. The next Board election is scheduled to take place at the General Assembly to be held in 2023.

4(b) Elections and Terms of Office

The General Meeting has the competence to elect and remove the members of the Board. In accordance with the AoA, the term of each Board member is three years. The Board members are elected by secret ballot. The Board of Directors elects the members of each of the Board committees and designates its Chairman.

On 12 July 2021 two Board Members resigned from the Board leaving vacant positions which filled on the same day:

Departing members:

- Sébastien Arbola resigned on 12 July 2021; and
- Frédérique Dufresnoy resigned on 12 July 2021.

Appointed members:

- Pierre Cheyron appointed on 12 July 2021; and
- Anne-Laure de Chammard appointed on 12 July 2021.

As per the Commercial Companies Law and Decision 3/2020 when a Board member resigns from his/her position, the Board of Directors appoints a member for the vacant position and such appointment shall be presented to the next General Assembly to approve such appointment or appoint another person. Accordingly, the appointment of Pierre Cheyron and Anne-Laure de Chammard will be put before the General Assembly at its next meeting to be formally ratified.

4(c) CVs and other PJSC Board Memberships



Khaled Abdulla Al Qubaisi

Chairman

Non-Executive, Non-Independent

Khaled Al Qubaisi is the Chief Executive Officer of Real Estate and Infrastructure Investments at Mubadala, overseeing a portfolio of both physical and digital assets around the globe, which includes properties, real estate, and the consolidation of our international infrastructure that offer long-term stable returns across business cycles.

Before joining Mubadala, Mr Al Qubaisi was the Chief Investment Officer at International Capital and was the Head of Corporate Finance and Business Development at the National Bank of Abu Dhabi, where he focused on developing the bank's investment banking capabilities.

He is the Chairman of Finance House PJSC, Vice Chairman of Abu Dhabi Motor Sports Management and is also a board member of Abu Dhabi Future Energy Company (Masdar).

Emirates Integrated Telecommunications Company (du), Abu Dhabi Global Market (ADGM), Emirates Nuclear Energy Corporation and Insurance House.

He holds a Master of Project Management (MSPM) degree from George Washington University, and a Bachelor's degree in finance and operations management from Boston University.



Paulo Almirante

Vice Chairman

Non-Executive, Independent

Paulo Almirante is currently Senior Executive Vice President in charge of the Global Business Unit Renewables, Global Energy Management and Nuclear Production activities, and is a member of ENGIE's Executive Committee.

He is a board member of several ENGIE group companies. He holds a Master of Science degree in Mechanical Engineering Production Management

and a Master's degree in Mechanical Engineering Thermodynamics from the Instituto Superior Técnico in Lisbon, Portugal.



H.E. Dr Ahmad Bin Abdullah Humaid Belhoul Al Falasi

Board Member
Non-Executive, Independent

His Excellency Dr. Ahmad Belhoul Al Falasi is the Minister of State for Entrepreneurship and SMEs. Under this role, H.E. Dr. Al Falasi is at the fore of designing national initiatives to strengthen the UAE's small and medium enterprise (SME) sector, one of the engines of the national economy, and promote entrepreneurship in various industries.

H.E. is also tasked to set a strategic direction and develop a general national policy for the country's tourism sector. His Excellency previously held positions as CEO of Masdar, Executive Director of Strategy and Tourism Sector Development at Dubai's Department of Tourism and Commerce Marketing, VP at Mubadala and an executive at McKinsey & Company.

His Excellency holds a Ph.D. from Sir John Monash University in Australia, a Master of Science from the University of Melbourne and a Bachelor's degree in Telecommunications Engineering from Khalifa University, UAE.



Mohammed Al Huraimel Al Shamsi

Board Member
Non-Executive, Independent

Mohammed Al Huraimel Al Shamsi is Director of Utilities Investments in Mubadala, where he is responsible for the asset management function of Mubadala's Utilities portfolio, which includes thermal power, water, and district cooling assets.

Prior to Mubadala, he was the director of Strategy and Policy at the UAE Prime Minister's Office. He has also held roles at McKinsey & Company, Dubai International Capital, and General Motors.

He has an MBA from the HEC School of Management – Paris and a Bachelor's degree in Finance from the American University of Sharjah, UAE.



Musabbeh Al Kaabi

Board Member
Non-Executive, Independent

Musabbeh Al Kaabi is the Chief Executive Officer of the UAE Investments Platform and an Investment Committee Member at Mubadala Investment Company. The UAE Investments Platform is a portfolio that supports the UAE's continued acceleration and transformation by building national champions, fostering vibrant industrial and commercial clusters, and engaging with world-class partners.

He previously held the position of CEO of Mubadala Petroleum, Mubadala's wholly owned exploration and production company, from 2014 to 2017. Musabbeh Al Kaabi is currently the Chairman of Mubadala Petroleum and Al Yahsat. He is the Vice Chairman of Masdar, Cleveland Clinic Abu Dhabi and Mubadala Health.

Musabbeh is also a Board member of the UAE International Investors Council, Cepsa, and Dolphin Energy.

Musabbeh Al Kaabi holds a Bachelor of Science degree in Geophysical Engineering from Colorado School of Mines and a Master of Sciences in Petroleum Geoscience from Imperial College, London.



Pierre Cheyron

Board Member
Non-Executive, Independent

Pierre CHEYRON is the Managing Director of Global Business Line Client Solutions and member of the operational executive committee of ENGIE, reporting to the COO of the group.

Until recently, Pierre was the CEO of ENGIE Southeast Asia, leading one of the fastest growing key business clusters in the Asia-Pacific organisation towards Zero-Carbon Transition by delivering integrated solutions to its customers.

Pierre joined ENGIE in 2011 as CEO of Cofely Southeast Asia, and then overseeing all Service activities of

ENGIE in the Asia-Pacific region from 2015 to 2018. Prior to ENGIE, Pierre was with Alcatel-Lucent in various key management roles in Asia and Europe. He was appointed President of the Malaysian French Chamber of Commerce & Industry from 2011 to 2015 and is currently a member of the board with the French Chamber of Commerce in Singapore. Pierre holds an Engineering bachelor's degree.



Anne-Laure de Chammard

Board Member
Non-Executive, Independent

Anne-Laure de Chammard is the CEO of ENGIE Solutions International. Anne-Laure de Chammard started her career in the USA as a strategy consultant with the Boston Consulting Group (BCG).

She then served in the French Ministry of Sustainable Development and Energy from 2010, where she led major infrastructure public-private partnership projects (motorways, high-speed railways, offshore windfarms, hydroelectric dams, etc.). She joined the Bureau Veritas Group in 2014 as Regional Managing Director and was appointed Chairman and CEO of Bureau Veritas Construction in 2016. She joined ENGIE in 2019 as Group Chief Strategy, Research & Technology and Innovation Officer, and was promoted to Chief Executive

Officer of Engie Solutions International later that year.

Anne-Laure de Chammard graduated from Ecole Polytechnique and Ecole Nationale des Ponts (Corps des Ponts) and holds a Master's degree in Public Policy from Harvard University (Kennedy School).

She also serves on the Board of several companies; she was nominated Young Global Leader of the World Economic Forum in 2021 and is ranked among the top 10 French economic leaders under 40 (Choiseul).



Frédéric Claux

Board Member
Non-Executive, Independent

Frédéric Claux is currently the Managing Director of Thermal & Supply for the AMEA region and the Country Manager for the GCC countries and Pakistan perimeter at ENGIE, with over 20 years of experience at the company.

He also serves as a board member of several power and water assets in the Middle East and of Tabreed.

He graduated from French civil engineering school École Nationale des Ponts et Chaussées and holds an MBA from HEC business school in Paris.



Saeed Ali Khalfan Al Dhaheri

Board Member
Non-Executive, Independent

Saeed Al Dhaheri is an executive Board member of Ali & Sons Holding LLC, where he serves on both the audit and the executive committees.

Moreover, Saeed Al Dhaheri is the Managing Director of Investments at Ali & Sons, overseeing investments in both Real Estate and public & private equities as well as Venture Capital. He is a non-executive director of National Central Cooling Company (Tabreed) and Peninsula Real Estate Management.

His past experience includes working as an analyst for Abu Dhabi Investment Authority and earning a bachelor's degree in Finance from the American University of Dubai.

All Board members confirm that the information provided herein, true and accurate.

We also confirm that no delegations or authorizations to any Board member or member of executive management were granted by the Board in respect of duties and functions of the Board of Directors during the year 2021.



4(d) Board Remuneration

The AGA may after setting aside 10% for the statutory reserve from the net profit of the Company, and the shareholder dividend of a maximum of 10% of the capital, approve a percentage of up to 10% of the net profits to remunerate the Board of Directors.

Remuneration paid to the Board members, in aggregate, in 2021 and recommended to be paid in 2022, are as follows:

Sitting Fees and Remuneration	AED
Remuneration for 2020 paid in 2021 after approval at last AGA	7,125,000
Board and Committees sitting fees for 2021 recommended for payment in 2022	0
Remuneration recommended for 2021 to be paid in 2022 after approval at next AGA	8,550,000

Other than the remuneration recommended for 2021 and referred to above, no other allowances, salaries or additional fees are to be paid to any Board member by Tabreed for 2021.

4(e) Board Meetings in 2021

The Board held 7 meetings in 2021 on the dates set out below:

- 17 January
- 14 February
- 6 May
- 15 June
- 12 July
- 29 July
- 11 November

The following table shows the attendance of each member, or proxy, for the period in which they were elected to the Board:

Meeting Number	Number of Attendees out of 9	Meeting Date in 2021	Absence or proxy attendance
1	8	17 January	Apology from Mohammed Al Shamsi
2	8	14 February	Proxy from the Chairman to Mohammed Al Shamsi
3	7	6 May	Proxy from Paulo Almirante to F. Dufresnoy Proxy from Sebastien Arbola to Frederic Claux
4	8	15 June	Apology from Frederique Dufresnoy
5	8	12 July	Proxy from the Paulo Almirante to Frederic Claux
6	9	29 July	No proxy attendance or absence
7	8	11 November	Apology from H.E Dr. Belhoul

Each absence and proxy referred to above was acknowledged and the reasons for absence were accepted by the Chairman and the Board at the relevant meetings.

Tabreed Board held four meetings through circular resolution during 2021 on the dates set out below:

- 18 March, approving the resignation of Mohamed Jameel Al Ramahi from the Board of Directors and appointing Musabbeh Al Kaabi as new member of the Board;
- 17 May, approving the resignation of Bader Saeed Al Lamki as Chief Executive Officer and appointing Khalid Al Marzooqi as the new CEO of Tabreed;
- 10 August, approving the un-audited accounts of the Company for the period ending 30 September 2021; and
- 9 December, approving matters pertaining the business and operations of the Company including the appointment of Antonio Di Cecca as Chief Operating Officer of Tabreed.

In November 2021, the Hawkamah Corporate Governance Institute delivered a board briefing to the Board of Directors on developments legally and in practice in UAE corporate governance. In December, the Board of Directors completed a board assessment questionnaire, with results to be presented back to the Board in the first quarter of 2022. Tabreed's ongoing collaboration with Hawkamah is an essential layer of support to the Board and the Board Secretary, ensuring that Tabreed remains up to date with the latest trends and practices amongst listed companies in the UAE and beyond.





4(f) Board Terms of Reference

In line with good practice and governance, the Board provides strategic direction to the management team. The Board provides this direction by working with management to establish:

1. The appointment of the Chief Executive Officer and key executives;
2. Tabreed policies - which outline the principles that the Board expect Tabreed to operate within;
3. Board approved Delegation of Authority setting out the levels of approvals required by the Board;
4. Board approved strategic plans – with the growth, revenue and profit targets required by the Board and a reporting mechanism to feedback results;
5. A strong risk management and internal control environment;
6. The integrity of financial reporting;
7. Proper disclosure and communication with shareholders; and
8. A highly qualified and experienced senior management team.

Each element noted above contributes towards a balanced and effective internal control mechanism over Tabreed's activities which are, in turn, capable of being effectively monitored by the Board.

4(g) Executive Management

The Tabreed Corporate Governance Procedures Manual and the Board approved Delegation of Authority clearly outline the role that the Board requires from Tabreed's management. Management's primary responsibilities cover the oversight of the day-to-day operations of Tabreed's business, strategic planning, budgeting, financial reporting and risk management.

The executive management consists of five Chief Officers. These positions together with other management positions, the incumbents, dates of appointment and remuneration received (or accrued) in 2021 (in AED) are outlined below and an organisational chart is attached at Annex 2 of this Report:

Position	Fulfilled By	Appointment	Salary & Allowances 2021 (AED)	2021 Bonus (AED)	Other Remuneration
Chief Executive Officer	Khalid Al Marzooqi	May 2021	1,702,997	-	-
Chief Executive Officer	Bader Al Lamki	2019 to May 2021	889,404	2,417,261	-
Chief Financial Officer	Adel Al Wahedi	2020	2,176,272	667,032	-
Chief Legal Counsel	Hamish Jooste	2011	1,512,486	649,698	-
Chief Operating Officer	Jean-François Chartrain	2017	1,414,628	775,573	-
Chief Development Officer	François-Xavier Boul	2017	1,420,008	668,034	-
VP, Human Capital	Sarah Al Bakeri	2020	985,035	193,025	-
VP, Internal Control & Risk	Mousa Sajwani	2020	1,109,512	165,654	-
Managing Director - DDCP	Dr. Yousif Al Hammadi	2014	1,768,179	371,329	-
Country Manager India	Sudheer Perla	2017	602,340	83,421	-
VP, Strategic Communications	Souad Al Serkal	2018	1,128,762	261,519	-
VP, Supply Chain Management	Mohamed Habib	2019	1,182,312	212,010	-
SVP, Operations & Maintenance	Atef Al Breiki	2018	1,581,924	349,114	-
VP, HSEQ	Sabooh Asghar	2014	819,648	141,348	-
Managing Director, Tabreed Energy Services	Alastair Mulligan	2009	1,308,684	185,359	-
SVP, Regional Asset Management & Value Chain Business	Colin Sangster	2015	1,159,551	151,990	-
VP, Projects	Irshad Hussain	2004	821,151	155,392	-
SVP, Finance	Richard Rose	2014	1,290,884	390,789	-
VP, IT	Saeed Al Maeeni	2020	1,285,300	125,854	-
VP, Commercial & Regulatory Affairs	Hannah Al Bustani	2020	1,126,013	174,625	-
VP, Regional Business Development	Faisal Bhatti	2020	823,977	150,185	-
VP, Strategy and PMO	Mohammed Al Sele	Sept 2021	315,400	-	-
VP, UAE Business Development	Bakulesh Kanakia	2021	730,551	164,971	-

4(h) Related party transactions

Tabreed was not a party to any related party transactions during 2021 based on the definition of “Related Parties” set out in Decision 3/2020.

Tabreed entered into two transactions in 2021 which exceeded the value of 5% of the capital of the Company (however, no transactions were related party transactions):

- Acquisition of Al Wajeez – acquisition of an additional 50% stake in the exclusive 80,000 refrigeration ton district cooling scheme supplying Al Maryah Island in Abu Dhabi, including its major entertainment, hospitality, retail, commercial and residential

developments. The acquisition was announced on 29 August 2021 and the stake was acquired from joint venture partner, Mubadala Infrastructure Partners (MIP), bringing Tabreed’s ownership to 100% (acquisition value: AED 311.5m).

- Qatar Cool Divestment – sale of 44% shareholding in Qatar District Cooling Company QCSC to United Development Company on 16 August 2021 (sale value: AED 417m).

4(i) Organisational Chart

The Organisational Chart of Tabreed is attached as Annex 2 of this Report.



5. External Auditor

PwC were appointed as External Auditors for Tabreed at the Annual General Assembly on 21 March 2021 for a one-year term. Tabreed selected PwC as the successful applicant pursuant to a competitive tender process issued by Tabreed in 2018 in respect of the auditing services mandate. Three major audit firms participated in the competitive process.

PwC is one of the Big Four accounting and professional services firms. PwC is a global network of firms operating in 156 countries with more than 295,000 employees. The company offers business advisory services such as auditing, accounting, taxation, strategy management, and human resource consulting services. In 2021, PwC firms provided services to 84% of the Global Fortune 500 companies and more than 100,000 entrepreneurial and private businesses.

The scope of the audit for the 2021 financial year, as outlined in their engagement plan, was to:

1. Provide an audit opinion on the annual consolidated financial statements in accordance with International Financial Reporting Standards;
2. Provide an audit opinion on the financial statements of all subsidiaries and associates of Tabreed in accordance with International Financial Reporting Standards; and
3. Provide a review of quarterly interim condensed consolidated financial statements in accordance with International Accounting Standard (IAS) 34.

The following table outlines the audit annual and quarterly related fees for Tabreed group companies for 2021:

External Auditor	PwC
Number of Years as External Auditor	3
Total audit fees for 2021 ¹	AED 1,004,120
Number of years the Partner of the External Auditor audited the Company	3
Fees for additional work in 2021	Nil
Nature of additional work	Nil
Audit fees for additional work done in 2021 by auditors other than those appointed by Tabreed	Nil
Name of partner auditor	Rami Sarhan (registered auditor number 1152)

Tabreed’s external auditors did not make any qualified opinion for the interim and annual financial statements for 2021.

1 The external audit fees for 2021 were agreed initially to be AED 881,620 (as disclosed at the 2021 AGA). However, during the course of the year the scope of PwC has increased, due to the acquisition of three entities Al Wajeez and two plants in Saadiyat Island, accordingly, the audit fees has increased to be AED 1,004,120.

6. Audit Committee

The role of the Audit Committee is outlined in the Board approved Charter of the Audit Committee and includes:

- Providing advice to the Board on the contracting of an External Auditor and ensuring that the External Auditor fulfils its contractual and professional obligations;
- Reviewing and endorsing the quarterly and annual accounts after consideration of accounting policies and standards, assumptions and judgements, compliance with laws and any significant or unusual matters;
- Continually assessing the systems for internal control and risk management;
- Considering the findings of the Internal Auditor and making recommendations on those findings;
- Developing procedures which allow employees to raise matters of concern regarding internal control or financial reports; and
- Reporting to the Board on activities of the Audit Committee.

The following table outlines the membership of the Audit Committee during 2021:

Member	2021 Term	Role	Status
Mohamed Jameel Al Ramahi	From 1 Jan to 18 March	Chairman	Independent, Non-Executive
Mohammed Al Huraimel Al Shamsi	From 18 March to 31 Dec	Chairman	Independent, Non-Executive
Frédérique Dufresnoy	From 1 Jan to 12 July	Member	Independent, Non-Executive
Frédéric Claux	From 12 July to 31 Dec	Member	Independent, Non-Executive
Saeed Ali Khalfan Al Dhaheri	From 1 Jan to 31 Dec	Member	Independent, Non-Executive

Mohamed Jameel Al Ramahi, who was succeeded by Mohammed Al Huraimel Al Shamsi as Chairman of the Audit Committee during 2021, acknowledges responsibility for the Audit Committee system in Tabreed and the review of its working mechanisms to ensure its effectiveness.

The Audit Committee met 4 times, on the following dates, during 2021:

- 11 February;
- 5 May;
- 10 August; and
- 8 November.

The following table shows the attendance of each member for 2021:

Member	Meetings invited to attend in 2021	Attendance in person	Absence
Mohamed Jameel Al Ramahi	1	1	0
Mohammed Al Shamsi	3	3	0
Frédérique Dufresnoy	2	1	1
Frédéric Claux	2	1	1
Saeed Ali Khalfan Al Dhaheri	4	4	0

Note: Committee members did not receive any fees for attending the meetings that serve the committee of which they are members.



7. Nomination And Remuneration Committee

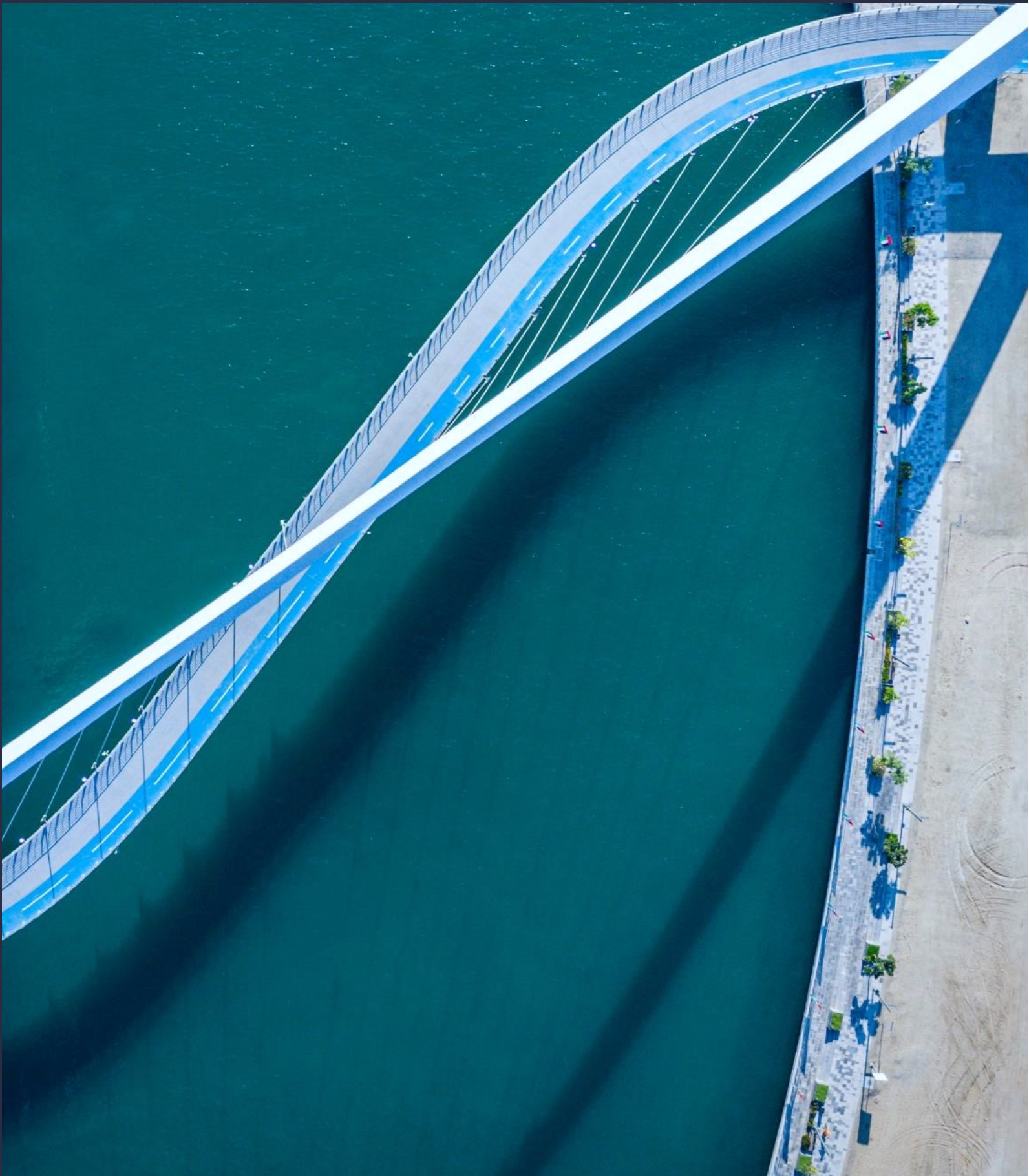
The role of the Nomination and Remuneration Committee (“**NRC**”) is to assist the Board in the efficient management of compensation and general human resources management. The key responsibilities of the NRC are outlined in the Board-approved Charter of the NRC and include:

- Verifying the ongoing independence of the independent members of the Board;
- Regulating and overseeing nomination to the membership of the Board;
- Setting and reviewing Tabreed’s human resources policies and procedures;
- Formulating and reviewing, on an annual basis, the framework and broad policy for granting remuneration, terms of employment and any changes, benefits, bonuses, pensions, allowances, gratuities, early retirement and redundancy made to or given to Tabreed’s employees, senior management, as well as compensation for Tabreed’s Chairman and Board of Directors;
- Ensuring that suitable succession plans are in place at senior executive levels; and
- Reviewing and approving the hiring and termination of senior management staff.

The following table outlines the membership of the NRC during 2021:

Member	2021 Term	Role	Status
H.E. Dr Ahmad Belhoul Al Falasi	From 1 Jan to 31 Dec	Chairman	Independent, Non-Executive
Mohammed Al Huraimel Al Shamsi	From 1 Jan to 18 Mar	Member	Independent, Non-Executive
Dr. Bakheet Al Katheeri	From 18 Mar to 31 Dec	Member	Independent, Non-Executive
Sébastien Arbola	From 1 Jan to 12 Jul	Member	Independent, Non-Executive
Anne-Laure de Chamard	From 12 July to 31 Dec	Member	Independent, Non-Executive

H.E. Dr Ahmad Belhoul Al Falasi, Chairman of the NRC Committee, acknowledges responsibility for the NRC Committee system in Tabreed and the review of its working mechanisms to ensure its effectiveness.



The NRC met 2 times, on the following dates during 2021:

- 11 February; and
- 25 November

The following table shows the attendance of each member for the period in which they were elected to the NRC:

Member	Meetings invited to attend in 2021	Attendance in person	Proxy attendance
H.E. Dr Ahmad Belhoul Al Falasi	2	2	-
Mohammed Al Huraimel Al Shamsi	1	1	-
Dr. Bakheet Al Katheeri	1	1	-
Sébastien Arbola	1	1	-
Anne-Laure de Chamard	1	1	-

Note: Committee members did not receive any fees for attending the meetings that serve the committee of which they are members.

8. Other Committees Approved by the Board

8(a) Finance Committee:

The duties of the Finance Committee are outlined below:

- review and endorse the Company's five-year business plans, annual budgets and capital plans, including providing input into performance targets for management;
 - review and endorse all investments and commitments in excess of the authority delegated to the Chief Executive Officer;
 - track and monitor company financial performance and financial health including providing input into performance reviews for the Company;
 - review the financial funding plan of the Company to ensure its adequacy and soundness in providing for the
- Company's operational and capital requirements, and recommend to the Board, changes in capital structure as need be, including review of the Company's debt and equity structure;
- review and make recommendations concerning the Company's dividend policy;
 - review proposed major financing activities;
 - review the investment strategies for the Company's cash balances; and
 - review, monitor and recommend action on financial risk management including hedging of currency, commodity price and interest rate risk.

The following table outlines the membership of the Finance Committee during 2021:

Member	2021 Term	Role	Status
Mohammed Al Huraimel Al Shamsi	From 1 Jan to 31 Dec	Chairman	Independent, Non-Executive
Frédéric Claux	From 1 Jan to 31 Dec	Member	Independent, Non-Executive
Saeed Ali Khalfan Al Dhaheri	From 1 Jan to 31 Dec	Member	Independent, Non-Executive

Mohammed Al Huraimel Al Shamsi, Chairman of the Finance Committee, acknowledges responsibility for the Finance Committee system in Tabreed and the review of its working mechanisms to ensure its effectiveness.





The Finance Committee met 9 times, on the following dates, during 2021:

- 14 January
- 8 February
- 29 April
- 7 June
- 26 July
- 4 August
- 4 November
- 8 November
- 30 November

The following table shows the attendance of each member for the period in which they were elected to the Finance Committee:

Member	Meetings invited to attend in 2021	Attendance in person	Proxy attendance
Mohammed Al Huraimel Al Shamsi	9	9	0
Frédéric Claux	9	9	0
Saeed Ali Khalfan Al Dhaheri	9	9	0
Mohammed Al Huraimel Al Shamsi	9	9	0

Note: Committee members did not receive any fees for attending the meetings that serve the committee of which they are members.

8(b) The Projects Committee:

The duties of the Projects Committee are outlined below:

- review Tabreed's HSE performance and make recommendations as appropriate;
- review policies and procedures related to projects and procurement;
- review project ideas and conceptual studies;
- review new cooling technologies and related feasibility studies scope, conclusion and recommendations; and
- review the major delivery aspects of all new projects, including scope of work, execution strategies, selection of bidders, key project management items, material contractual activities, changes in regulations or new regulations, policies, guidelines and other developments legal framework which could have a material impact on the Company's performance.

The following table outlines the membership of the Projects Committee during 2021:

Member	Meetings invited to attend in 2021	Attendance in person	Proxy attendance
Frédéric Claux	From 1 Jan to 12 Jul	Chairman	Independent, Non-Executive
Pierre Cheyron	From 12 Jul to 31 Dec	Chairman	Independent, Non-Executive
Mohammed Al Huraimel Al Shamsi	From 1 Jan to 6 May	Member	Independent, Non-Executive
Dr. Bakheet Al Katheeri	From 6 May to 31 Dec	Member	Independent, Non-Executive
Sébastien Arbola	From 1 Jan to 12 July	Member	Independent, Non-Executive
Antonio Di Cecca	From 12 Jul to 31 Dec	Member	Independent, Non-Executive
Frédéric Claux	From 1 Jan to 12 Jul	Chairman	Independent, Non-Executive

Frederic Claux, succeeded by Pierre Cheyron, as Chairman of the Projects Committee, acknowledges responsibility for the Projects Committee system in Tabreed and the review of its working mechanisms to ensure its effectiveness.

The Projects Committee met 4 times on the following dates, during 2021:

- 31 March
- 17 June
- 14 September
- 14 December

The following table shows the attendance of each member for the period in which they were elected to the Finance Committee:

Member	Meetings invited to attend in 2021	Attendance in person	Proxy attendance
Frédéric Claux	2	2	-
Pierre Cheyron	2	2	-
Mohammed Al Huraimel Al Shamsi	1	1	-
Dr. Bakheet Al Katheeri	3	3	-
Sébastien Arbola	2	1	1
Antonio Di Cecca	2	2	-

Note: Committee members did not receive any fees for attending the meetings that serve the committee of which they are members.

9. Insider Information and Dealing Committee

Pursuant to the requirements laid down in Decision 3/2020, Tabreed formed the Insider Information and Dealings Committee that regulates transactions and holdings of Tabreed shares by Board members and employees of Tabreed. The Insider Information and Dealings

Policy was approved by the Board on 22 February 2017. Following approval by the Board of the policy, the Insider Information and Dealings Committee operated in accordance with the approved policy. The following table shows the Committee members during 2021:

Name	Position	Year of Appointment
Hamish Jooste	February 2017	Chairman
Mousa Sajwani	February 2020	Member
Richard Rose	February 2017	Member

Note: Committee members did not receive any fees for attending the meetings that serve the committee of which they are members.

During 2021 the Committee maintained insider lists for various price sensitive matters and operated in accordance with the Market Conduct and Securities Trading Policy and the Insider Information and Dealings Policy.

Hamish Jooste, Chairman of the Insider Information and Dealings Committee, acknowledges his responsibility for the Insider Information and Dealings Committee system in Tabreed review of its working mechanisms and ensuring its effectiveness.



10. Internal Control System

Pursuant to Article 50 of Decision 3/2020, Tabreed's Internal Control function has been established by the Board to provide independent, objective and authoritative advice as well as assurance over the internal control environment to the Board, Audit Committee and management, to assist them in discharging their functions and duties. The Board of Directors acknowledges responsibility for regularly reviewing the effectiveness of the Internal Control function of the Company.

The Internal Control function reports to the Board and operates under the stewardship of the Audit Committee. This enables the Internal Control function to operate in an independent and objective manner. The role of the Internal Control function is to assist management in meeting their responsibility to:

- Adopt a good practice governance model;
- Develop a strong internal control environment;
- Recognise and manage risks; and
- Comply with laws, regulations and responsibility for the Insider Information and Dealings Committee system in Tabreed.

The designated Internal Control Officer for 2021 was Mousa Sajwani who was appointed on 23 February 2020. Mousa has over 13 years of experience starting with Ernst & Young in which organizational skills and ethical standards were gained to ensure that audits are performed with the highest level of compliance and confidentiality. Mousa's industry journey also spans across multiple industries such as

Oil & Gas, Regulatory and Utilities with all part of Finance division in addition to Asset Management experience. The Internal Control Officer reports directly to the Audit Committee.

Hamish Jooste is the duly appointed Compliance Officer of the Company, appointed in April 2020, and he acknowledges responsibility for the Internal Control function systems in Tabreed and the review of its working mechanisms to ensure its effectiveness.

The annual review of Internal Controls, as is required under Article 50 of Decision 3/2020, was completed by the Internal Control function and reported to the Audit Committee and to the Board for 2021. In addition, the Internal Control function issued 8 other reports to the Board covering HSEQ, EPPI (Order to Sales Process), Crises Management and Business Continuity Management, Project Management, Corporate Governance and Policy Procedures (Tabreed Oman and Tabreed Bahrain), District Cooling Regulations, Human Capital (Employee Relations and Admin) and an annual internal controls review for 2021. The Board met its internal control responsibilities in 2021 by reviewing presentations on risk management, discussing control issues at Board meetings and reviewing the detailed reports from Board Committees, and found that the internal control environment was satisfactory for 2021. During 2021, the Company did not face any major issue requiring disclosure in any report or to the market.

11. Irregularities in 2021

Except as otherwise specifically stated elsewhere in this report, Tabreed confirms that it is compliant with Decision 3/2020 on Corporate Discipline and Governance Standards and that no irregularity occurred during the course of 2021.

12. Corporate social responsibility: Code of conduct and local community development

Tabreed's approach to corporate social responsibility involves adopting business practices that, in addition to being compliant with applicable legal and regulatory requirements, are based on ethical values and respect for the immediate community and stakeholders of the Company (being employees, customers, partners, investors, suppliers, vendors, government and the environment).

Tabreed is also conscious about its overall social impact and understands the increasing expectations of its stakeholders in relation to how Tabreed conducts its business. Consequently,

Tabreed chooses to be socially responsible and to contribute as a sustainable business to positively impact the wider community. In light of the above, Tabreed has developed a Code of Conduct which sets out internal rules and requirements for:

- Improper payments;
- Market misconduct;
- Prevention of fraud, and money laundering;
- Entertainment and gifts;
- Working with stakeholders, suppliers and government;
- Serving the community; and
- Sustainability and corporate social responsibility.

Tabreed's Code of Conduct sets out the framework, values, principles and standards by which we expect all our employees to abide when dealing with vendors, customers, contractors and other external stakeholders, as well as when dealing with colleagues, affiliates, subsidiaries and internal departments. In 2021, all Tabreed employees and Board members were required to complete an annual declaration confirming compliance against the Code of Conduct, disclosing any matters of potential non-compliance to the Tabreed compliance team for its review and consideration. This is a practice undertaken annually in addition to quarterly updates requested from Board members through the year and requests for ongoing reporting from employees to be made throughout the

year. Another initiative undertaken in 2021 was the launch of a dedicated, anonymous whistleblowing hotline which is available to Tabreed staff to make declarations on possible breaches of code of conduct or other unacceptable behaviour within the company. Communications to staff have emphasised that the hotline is run by an independent operator and disclosures can be made anonymously and disclosures will be passed to the Compliance team for its review.

In 2021, the Tabreed Compliance team launched online training for all Tabreed corporate staff on the subjects of Anti-Bribery and Corruption as well as Anti-Money Laundering. Participation of over 90% on each subject was recorded via the online Navex Global delivery platform.



Ideas@Tabreed

In line with Tabreed drive for excellence, Ideas@Tabreed initiative was launched in 2020, with an objective to stimulate a culture of ownership and engagement, build team spirit and drive continuous improvement.

Great contributions were seen since the launch of this platform led to the

implementation of a number of initiatives resulted in significant benefits helped boost employees' performance, productivity and better collaboration, in addition to optimization of operational and organizational processes, to name only a few. This encouraging trend will continue as we navigate the journey of continuous improvement.

Tabreed Cares

The "Tabreed Cares" campaign was introduced in 2020 as a continuous, long-term CSR campaign, broadcasting the Company's efforts across its operations. The "Tabreed Cares" slogan is intended to be used in our online broadcasting of the initiatives undertaken by the Company, to showcase Tabreed's role as a socially conscious and active company.

The current initiatives being undertaken revolve around the impact of the Covid-19 pandemic, and these include:

- A partnership with the SAAED association, the Emirates Red Crescent, and the Ministry of Interior in an initiative titled "Your families are

ours" which sees Tabreed offer a substantial donation to provide support for families across the UAE that have been impacted by the Covid-19 pandemic.

- A partnership with Opal (Oman Society for Petroleum Services), a non-profit member association in the Sultanate of Oman, in addition to the Oman Ministry of Health, to support in funding the testing of Covid-19 in the country.
- A strategic collaboration with Bahrain's Royal Humanitarian Foundation (RHF) and taking part in the national "Feena Khair" initiative by providing financial support in Bahrain to help combat the effects of the coronavirus pandemic.

Student Internships

Tabreed's Internship Program (TIP) is designed to give undergraduate UAE National students an opportunity to complement their formal education with career-related experiences. Tabreed support internship programs as they help prepare students to work effectively in the business world upon graduation.

Gaining real world experience helps interns to make more informed career choices which will result in higher job satisfaction and productivity.

The internship program, available to Emirati students in their third or final year of study, will cover a variety of functions including engineering, finance and accounting, communications, Human Capital, and business development.

Plant tours and education

Students interested in gaining first-hand experience on the operations of district cooling plants are invited to tour our plants. Tabreed has partnered with five universities to provide guided tours to their engineering students to deepen their knowledge of district cooling technology.

Startrain Development Program

Tabreed has implemented a development programme to further develop the skills of UAE National employees to accelerate their contribution to Tabreed's performance-driven culture by creating alignment between the company goals and employee performance, which includes a leadership development program with specific and measurable milestones to monitor professional development to ensure employees are being trained to take on increasingly senior roles within the organization.

Work-Experience

Tabreed acknowledges the importance of work-experience to job seekers. Tabreed accepts a responsibility to provide meaningful work-experience as an opportunity for participants to gain an understanding of the requirements of the occupational areas of the Company in which they are placed.

Sponsorship

Tabreed invests in the aspiring youth of the Country as a service to the local community and part of its Corporate Social Responsibility mandate. Through Tabreed's Sponsorship Program, talent pools will be identified as the potential future workforce of the Company.

The Company attracts UAE national Students to work with Tabreed by providing a sponsorship with one of the granted local (UAE) based Accredited Universities and Technical Colleges.



13. Sustainability, occupational health & safety, and quality

13(a) Sustainability

I. Environmental Management

The Company complies with all applicable UAE environmental laws and regulations and has received specific permits from the UAE Environment Agencies in each applicable Emirate.

In relation to effluent water release and emissions into the air:

- Environmental reporting occurs on a continuous basis to Dubai Municipality for all Tabreed's plants located in Dubai; and
- Tabreed continues to obtain permits for effluent water release from Environmental Agency Abu Dhabi (EAD) after undertaking to control certain parameter requirements such as acidity, turbidity and conductivity of the effluent.

II. Go Green Initiative

Go Green is an initiative to support Tabreed's efforts on sustainability with a keen focus on the reduction of its environmental impact. A core element of this initiative is reduction in the amounts of resources consumed which will consequently reduce waste generated by the Company. In the primary phase, this initiative focused on Tabreed Head Office with requirements, such as energy efficiency and reduction in generated waste (e.g., reducing paper and plastic usage). In subsequent phases, the focus will also include Tabreed plants. The following were the accomplishments:

- Secure printing initiative: decrease in the number of printers (group and standalones) with the implementation

of secure card operated printers for increased security and usage efficiency.

- Digital signature initiative: adopted paper-free, fast and secure processes to send, sign, and approve documents.
- Paperless project site initiative: Tabreed's Projects department identified 3 sites for paperless transactions; an action plan was set and achieved to reduce paper usage by a certain percentage at these sites.
- Plastic bottles initiative: usage of plastic water bottles was stopped, dispensers along with biodegradable paper cups placed, and refillable, sanitized metal water bottles were provided.



III. Waste Management

Tabreed continued to comply with relevant UAE federal / local authorities by enforcing its Waste Management Reduction Plan that applies to all its plants, project sites, and offices, with

the key objectives being to protect the environment and minimize and reduce waste materials through prudent waste management program.

IV. United Nations Sustainable Development

In addition, we are working to align our business strategy with the United Nations (UN) Sustainable Development Goals ("SDGs"). As a member of the "Cool Coalition" steering committee - a United Nations initiative - we have supported the UN SDGs since their inception. So far, we have set aggressive goals that align to the objectives and targets of several SDGs.

Sustainability is at the core of Tabreed's operations. It reflects the company's commitment to energy efficiency and to the environment, to its customers and to the sustainable socio-economic development of the region. These goals guide our day-to-day work as well as our environmental, social, and governance practices.

13(b) Focus on Occupational Health and Safety

Health, safety, and environment or HSE is the cornerstone of our operations and an integral part of business planning and strategic goal setting.

I. Leadership & Commitment:

- Top management is fully committed to HSE with direct reporting line to the COO.
- HSE performance reporting is done to the Board of Directors on monthly basis.
- HSE steering committee comprises HSEQ, Operations, Projects, and Supply Chain departments.
- Multiple plant and site visits performed each year by Chiefs, VPs, and senior management.
- Management Review is done on regular basis to ensure continual improvement.
- Compliance to regulatory authorities (NCEMA, OSHAD, DM, HAAD, TADWEER, and EAD etc.).

II. IMS Policy:

- Key aspects of the IMS policy are as follows:
- Integrate Quality and Energy Management with OH&S and Environment.
 - Conduct business in socially responsible manner.
 - HSEQ is a key consideration in business planning and decisions.
 - Comply with all regulations and industry best practices.
 - Ensure all employees are trained and motivated to adopt and develop HSE culture.
 - Seek continuous improvement in HSE and quality performance.

III. Certifications and Awards:

- Recipient of the latest revisions of the ISO certifications:
- ISO9001:2015 for Quality Management Systems.
 - ISO14001:2015 for Environment Management Systems.
 - ISO45001 for Occupational Health and Safety Management Systems.
 - ISO50001:2018 for Energy Management Systems – the first DC company in the region.
 - Also, the first DC company in the region to have received:
 - Clean Energy Management (CEM)’s Energy Insight Award.
 - Big Project ME Awards for excellence in HSE.
 - SKEA Award.

IV. Implementation and Performance:

- HSE aspects integrated at project conceptual / design stages.
- Development of Tabreed’s HSEQ and Energy Management manual.
- Regular HSE trainings and awareness programs to enhance HSE readiness.
- Robust Permit to Work (PTW) system.
- Frequent Regular internal and external HSEQ audits to ensure compliance to ISO standards, UAE regulations (OSHAD, DM, etc.) and international standards.
- Action tracking system for effective monitoring of HSE performance, objectives and KPIs.
- 14 million man-hours without any major injuries.
- Robust behavioural-based safety (BBS) program to ensure compliance with HSE culture.
- Go-Green Initiative to support environment and sustainability.



13(c) Enterprise Quality Management (EQM):

Tabreed is certified under ISO9001:2015 and integrates its QMS with other management systems, such as ISO45001 (OH&S), making it ever more essential to ensure sound integration while documenting and implementing the quality management program across the organization.

In order to attain sustained Business Excellence Tabreed focuses on EQM, an organization-wide Total Quality Management program with the following core objectives:

- Providing insight on quality management functions by Tabreed HSEQ and other departments and mapping them against the essential clauses from ISO9001, 9004 and the SKEA (Sheikh Khalifa Excellence Award) model.
- Finding discrepancies in existing quality management efforts.
- Continuing to improve to overcome such discrepancies.
- Integration on a unified platform all the quality efforts.

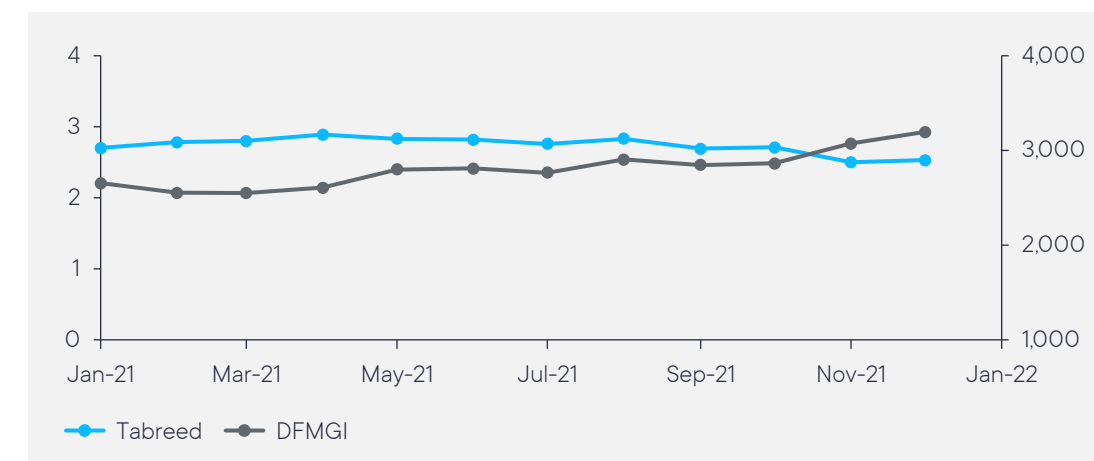
14. General information

14(a) Share Price

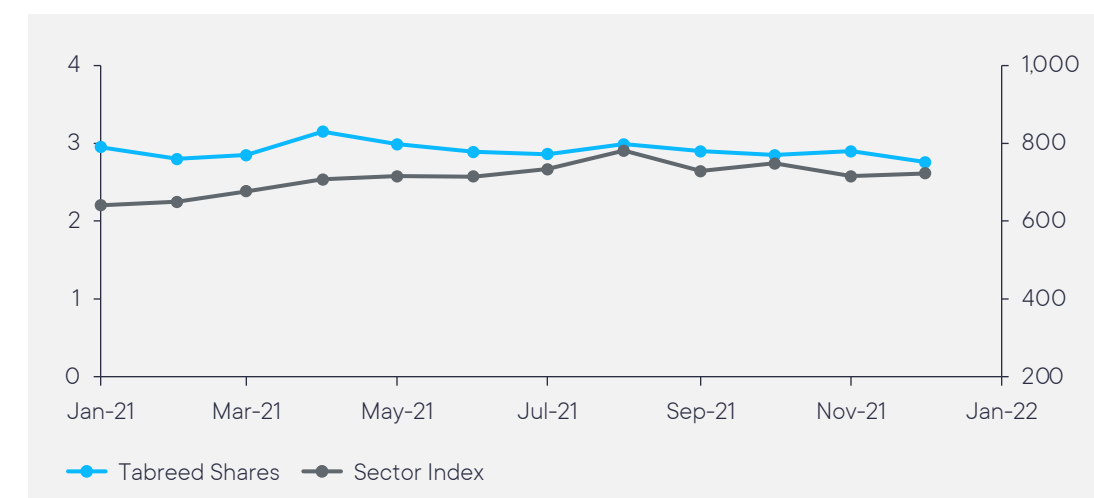
The following table presents the highest and lowest share price for each month during 2021 showing the market index and sector index as of 31 December 2021:

	Share Price (AED)		Market Index Sector Index		Closing	Share Performance	
	Highest	Lowest			Price	VS Market	VS sector
January	2.95	2.61	2,654.06	640.62	2.7	-4.62%	1.34%
February	2.80	2.66	2,551.54	649.92	2.78	6.83%	1.51%
March	2.85	2.65	2,550.23	676.5	2.8	0.77%	-3.37%
April	3.15	2.73	2,605.38	707.19	2.89	1.05%	-1.32%
May	2.99	2.8	2,797.52	715.06	2.83	-9.45%	-3.19%
June	2.89	2.75	2,810.56	714.92	2.82	-0.82%	-0.33%
July	2.86	2.71	2,765.71	733.59	2.76	-0.53%	-4.74%
August	2.99	2.74	2,902.97	781.38	2.83	-2.43%	-3.98%
September	2.90	2.39	2,845.49	728.26	2.69	-2.97%	1.85%
October	2.85	2.5	2,864.21	748.38	2.71	0.09%	-2.02%
November	2.90	2.47	3,072.91	715.39	2.5	-15.04%	-3.34%
December	2.76	2.47	3,195.91	722.93	2.53	-2.80%	0.15%

Source: Dubai Financial Market



Source: Dubai Financial Market



Source: Dubai Financial Market

14(b) Shareholder Ownership

Shareholder Ownership (%) as at 31 December 2021 is as follows:

	% Ownership	Individuals	Companies	Government	Institution	Banks
Arab	0.42%	0.40%	0.02%	0.00%	0.00%	0.00%
GCC	1.87%	0.33%	1.55%	0.00%	0.00%	0.00%
UAE	52.46%	5.72%	46.62%	0.00%	0.01%	0.11%
Others	45.25%	0.32%	44.86%	0.06%	0.00%	0.00%

Source: Dubai Financial Market

14(c) Ownership – 5% or More

Shareholders who own 5% or more of the share capital as at 31 December 2021 are:

Name	% Ownership
GDF International	40.00
General Investments FZE	38.2114

Source: Dubai Financial Market

14(d) Shareholders Ownership Distribution

Shares owned	No. of Shareholders	No. of shares held	% of the shares owned
Less than 50,000	18,264	35,530,185	1.308
From 50,000 to less than 500,000	307	49,084,977	1.808
From 500,00 to less than 5,000,000	86	115,456,777	4.252
More than 5,000,000	20	2,515,457,185	92.632
Total	18,677	2,715,529,124	100.00

Source: Dubai Financial Market

14(e) Investor Relations

For the purposes of Article 35 of Decision 3/2020, the officer in charge of investors' relations and shareholder communications for the Company during 2021 was Souad Al Serkal (available at email address: IR@tabreed.ae;

telephone: +971 2 2020400/+971 4 3132432; fax: +9712 6455 008). Further information in relation to investor relations is available in the "Investor Relations" section of Tabreed's website: www.tabreed.ae.

14(f) General Assemblies; Special Resolutions

Tabreed conducted one general assembly in 2021, namely its Annual General Assembly on 21 March 2021, where the following special resolutions were passed to:

- amend the articles of association of the Company in the form posted on the Company's website;
- authorize the Board of Directors of the Company, and/or any person so authorized by the Board of Directors, to adopt any resolution or take any action as may be necessary to implement the ordinary and special resolutions to be adopted by the general assembly in this meeting including to increase the Company's share capital if the general assembly approves the issuance of bonus shares; and

- authorize the Board of Directors of the Company, for a period of 12 months, to issue non-convertible (into shares) bonds and/or sukuk (whether directly or through a special purpose vehicle) in accordance with this special resolution, in one or more tranches, to be offered to qualified investors, with a total value of up to USD 1 billion (or equivalent) in aggregate and at a profit rate not exceeding the prevailing market rate available to companies with the same credit rating as the Company, in each case as the Board of Directors of the Company sees fit.

14(g) Board Secretary

Hamish Jooste is the Company Secretary of Tabreed and was appointed on 28 April 2014, holding Bachelor of Laws and Bachelor of Economics degrees. Hamish Jooste is a lawyer with over 20 years of experience and is also the Chief Legal Counsel of Tabreed. The primary responsibilities of the Company Secretary are to promote corporate governance excellence within the Boardroom and to ensure that a healthy relationship exists between the Board and the management of the Company. The Company Secretary ensures compliance with applicable corporate governance requirements and regulations at all times.

The Company Secretary also coordinates meetings of the Board of Directors, circulates the agenda and supporting information in advance of the meetings and then prepares and finalizes the minutes of those meetings. Currently the Company Secretary acts independently from management and reports directly to the Board in his capacity as the Company Secretary, however Hamish Jooste is an employee of the Company, in a separate capacity as the Chief Legal Counsel. Hamish re-qualified as a DFM approved Company Secretary in February 2021.

14(h) Significant Events - 2021

Date	Events
6 January	Tabreed announced the signing of an agreement with Miral to provide district cooling services to SeaWorld Abu Dhabi, a first-of-its-kind marine life theme park being developed by Miral on Yas Island, a top global destination for entertainment, leisure and business. Tabreed will connect the new SeaWorld Abu Dhabi development to its existing Yas Island district cooling scheme and will deliver a cooling capacity of 7,500 refrigeration tons with a total concession capacity of 15,000 refrigeration tons.
13 January	Tabreed Energy Services, a wholly owned subsidiary of the National Central Cooling Company PJSC (Tabreed) that provides customers with an integrated set of consultancy, operations and maintenance services, established a strategic partnership with Abu Dhabi Commercial Properties (ADCP) to increase energy efficiency across a number of their buildings. Under the terms of the partnership, Tabreed Energy Services will provide its expertise in energy efficiency and sustainable cooling operations to perform energy audits of selected buildings owned or managed by ADCP. Through the captured data, Tabreed will identify buildings with high potential to reduce its energy and water demand.
20 January	Tabreed announced expanding its partnership with Masdar by developing and connecting Masdar and Tabreed infrastructure to help increase operating synergies further. The collaboration will provide efficient cooling to sustainable cities around the world to expand on the Tabreed and Masdar existing relationship. The two companies also announced that Tabreed will leverage its sector expertise to carry out Research & Development testing on two deep geothermal wells located in Masdar City. The tests will study the viability of geothermal energy technology and its ability to substantially reduce electricity consumption.
24 January	Tabreed announced the signing of an agreement with twofour54 to cool its new headquarters Yas Creative Hub in Yas Bay, which it is set to open later this year. Tabreed will connect the new campus development to its existing Yas Island district cooling scheme and will deliver a cooling capacity of 3,500 refrigeration tons (RT) by the end of this year, with a total concession capacity of 9,000 refrigeration tons. The two companies signed a long-term services agreement that will see Tabreed supply twofour54 with district cooling services for the next 30 years

Date	Events
15 February	Tabreed released its audited financial results for 2020. Despite the challenging business environment, Tabreed reported a 16.5% increase in 2020 net income to AED 550m, adding 39,600 Refrigeration Tons (RT) of organic capacity growth and 181.5 kRT of inorganic capacity additions, resulting in the delivery of 1,403,819 RT of cooling capacity at the end of the year.
28 February	Tabreed announced the launch of four pilot projects. These projects are part of Tabreed's R&D funding commitment, which reinforces the company's unwavering stewardship towards sustainability beyond just environmental benefits. This will also contribute to an improvement in Tabreeds operational efficiency while enhancing district cooling plant life and reliability, with the funding expected to contribute towards increasing plant energy efficiency by 30% against comparable industry performance benchmarks as well as lowering overall plant lifecycle costs.
03 March	Tabreed and the International Finance Corporation (IFC), a member of the World Bank Group, are planning to establish a district energy investment platform in Singapore that will invest in district cooling, trigeneration and cooling as a service offering with primary focus on India followed by other Southeast Asian countries. The joint venture aims to build on Tabreed's ongoing development activities in India following establishment of its wholly owned subsidiary in the country and will seek to provide more energy efficient end to end cooling as a service offering through an outsourced utility model for real estate developments, new urban masterplans and ongoing redevelopments across target cities.
17 March	Despite a challenging year, Tabreed continued to make considerable progress on its business objectives and published its first annual ESG Report, detailing the company's 2020 environmental, social, and governance performance in the communities in which it operates. The ESG report was prepared in accordance with the Global Reporting Initiative (GRI) Standards, the international framework for sustainability reporting, the report offers greater insights into the company's activities and achievement and sets a baseline for measuring the company's future ESG performance as a key industry leader.
21 March and 12 April	Tabreed unveiled its all-new branding and corporate identity. This historic development followed Tabreed's Annual General Assembly (AGA), which was held virtually on 21 March 2021, confirming Tabreed's stellar performance throughout 2020. Tabreed exceeded all expectations by reporting a 16.5% increase in net income to a record AED 550m and the addition of 221,100 RT of capacity growth, resulting in the delivery of more than 1.4 million RT of cooling capacity. The AGA also approved a cash dividend of 5.75 fils per share and bonus shares of one share for every existing 45 shares for the financial year ending 31 December 2020. This equates to approximately 11.5 fils for each share at the current share price, representing a 10% increase on 2019's dividend.

Date	Events
17 May	Tabreed announced the appointment of Khalid Al Marzooqi as the company's new Chief Executive Officer.
1 June	Tabreed celebrated the first anniversary of its partnership with Emaar Properties PJSC for the exclusive provision of energy efficient district cooling services to landmark developments in Downtown Dubai. This is a collaboration that has been responsible not only for remarkable growth in Tabreed's portfolio, but also for genuine benefits to the environment, thanks to the efficiency and reliability of the company's technology and engineering.
11 August	Tabreed released its consolidated financial results for the first six months of 2021, reporting a net profit of AED 233.5m – an increase of 4% compared to its 2020 H1 performance.
17 August	Tabreed disclosed its sale of 44% of the shares in Qatar District Cooling Company to United Development Company for an amount of AED 417m.
29 August	Tabreed announced the acquisition of an additional 50% stake in the exclusive 80,000 refrigeration ton district cooling scheme supplying Al Maryah Island in Abu Dhabi, including its major entertainment, hospitality, retail, commercial and residential developments. The acquisition was from joint venture partner, Mubadala Infrastructure Partners (MIP), bringing Tabreed's ownership to 100%. Tabreed will continue to operate the Al Maryah scheme under a 30-year exclusive concession granted in 2014 by Al Sowwah Square Properties LLC, a wholly owned subsidiary of Mubadala Investment Company.
10 October	Tabreed has been awarded "System of the Year" by the International District Energy Association (IDEA) in a special ceremony during the IDEA2021 annual conference, which was held in Austin, Texas, under the theme "Powering the Future".
14 November	Tabreed released its consolidated financial results for the first nine months of 2021, reporting a net profit of AED 388m – an increase of 5% compared to its 2020 performance for the same period. The results demonstrate the effectiveness of Tabreed's approach to sustainable growth, with the company divesting its 44% stake in Qatar District Cooling Company while increasing ownership of the 80,000 Refrigeration Ton (RT) Al Maryah Island district cooling scheme in Abu Dhabi to 100% during the quarter.
20 December	<p>Tabreed announced a significant strategic partnership with the International Finance Corporation (IFC), a member of the World Bank Group and the largest global development institution focused on the private sector in emerging markets. Since its establishment in 1956, IFC has invested more than \$321 billion in emerging markets.</p> <p>The partnership will include ownership of Tabreed India, currently a wholly owned subsidiary of Tabreed, being transferred to a new holding company established in Singapore to be jointly owned by Tabreed (75%) and IFC (25%). The holding company will be established with initial equity commitments from the partners of US\$100 million with a mandate to invest in projects of up to approximately \$400 million over the next five years, targeting a portfolio of approximately 100,000 refrigeration tonnes (RT) servicing industrial, commercial and retail developments across India.</p>

14(i) Emiratization Percentage

In respect of the total headcount of Tabreed's corporate operations, Tabreed held the following Emiratization levels in respect of the periods stated below:

2017	2018	2019	2020	2021
38%	39%	41%	41%	43%
Emiratization	Emiratization	Emiratization	Emiratization	Emiratization

14(j) Innovative Projects

During 2021, Tabreed further developed its R&D and Innovation Strategy with mid- and long-term capital expenditure investment projects aimed at making significant reductions in Tabreed's power consumption (20-30%), as well as CO2 emissions of existing and future plants, while improving the life cycle cost of our projects. Planned projects include:

Date	Events
The Future of Cooling: new Design, Technologies and Controls	Aims at introducing a new all-variable design concept with new control algorithms into each district cooling plant which results into material improvements in plant performance as well as a prolonged life and improved costs. In 2021, a plant operating algorithm for all variable plants has been developed and the initiative is currently tested in the design phase of a new plant to be built in 2022 and 2023..
Carbon Nanotube	Aims at drastically improving plant life and efficiency as well as reducing the plant equipment footprint, using Carbon Nanotube (CNT) material which have exceptional heat transfer properties. In 2021, a partnership with Engie Lab, the research and development center of Engie in France and a collaboration with University of Sharjah have been signed to monitor 4 CNT applications specifically adapted to our district cooling industry (HEX, nanorefrigerant, nanolubricant, skycooling). An implementation and experimentation phase is expected in 2022.
Wet Bulb Forecasting;	Demand Side Management, through wet bulb forecasting, intends to operate Tabreed plants more efficiently by optimizing the operation strategy. Thanks to this forecast model, Tabreed operation will run its equipment by matching the anticipated demand and thus adapting the production with the accurate buildings load. In 2021, a stable weather forecasting system was signed with a worldwide weather provider. The second step is to use data science to develop models and correlations to support other Tabreed departments.
Cooling Tower Life Cycle Cost Optimization.	<p>Enhancing the condenser circuit and its associated cooling tower which is one of the critical components in the DC plant and has a significant impact on plant performance. Tabreed is currently redesigning the system to enhance its efficiency through improving water and air distribution as well as heat transfert.</p> <p>A pilot project was implemented in 2021 and Tabreed is now in a performance monitoring phase to evaluate the benefits of such innovative technology.</p>

Tabreed has also initiated several projects to improve the water and electrical efficiency of its plants in the UAE and Bahrain. These projects harnessed technologically advanced electrical equipment with variable frequency drives linked to smart controllers. Tabreed also focused on using the historical data of its plants to enhance its operational efficiency. Tabreed seeks to leverage “Big Data” analysis to provide more process insights and enhancements to its operations.

Tabreed continued to develop and test technologies in energy management and district cooling O&M optimization, which resulted in the adoption of two new software solutions.

Additionally, Tabreed aimed to improve efficiencies and running conditions for major equipment such as chillers and cooling towers. Tabreed’s automated scale removal and prevention system

(ASRAPs) is being tested in various plants to prevent scaling in heat exchanger equipment. Scaling reduces operational efficiencies over time. To combat this, the system uses electromagnetic waves to prevent scaling from depositing on the inner surface of heat exchangers, providing improved heat exchanger efficiencies and an elongated life span of the equipment.

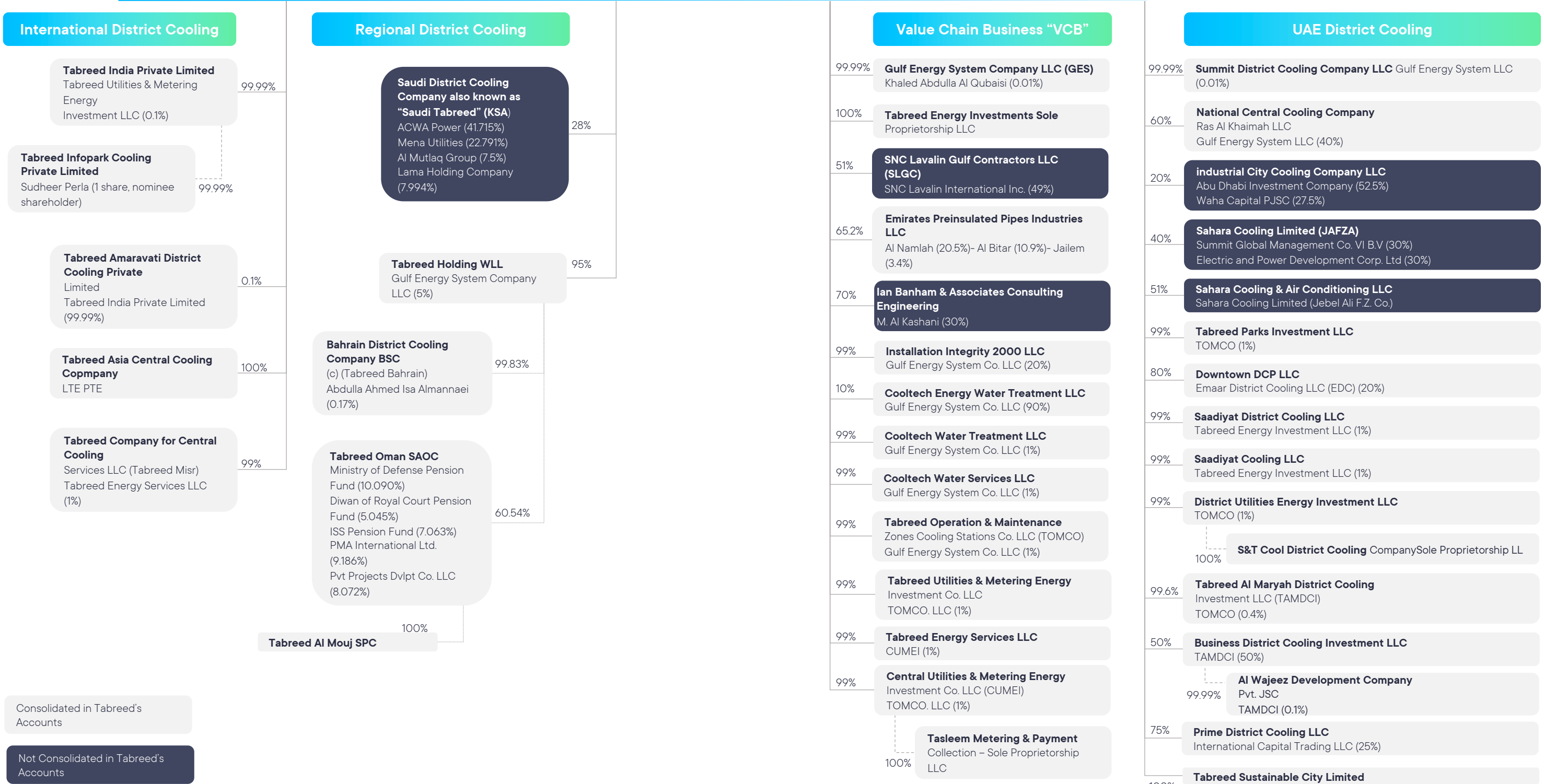
Tabreed developed an ambitious plan to reduce potable water consumption by increasing the use of treated sewage effluent (TSE) in the cooling towers.

Overall, Tabreed’s R&D projects completed in 2021 demonstrated positive results, providing further incentive for Tabreed to continue to expand on its efforts and to continue to pursue enhanced operational strategies and additional increases in electrical and water efficiencies, thereby optimizing O&M costs.

Annex one:

Corporate Structure Chart 2021

Corporate Structure Chart as of 21 December 2021 National Central Cooling Company PJSC ("Tabreed")



Annex two: Organisational Chart 2021

