



**Invitation to Attend the Ordinary General Assembly Meeting of
National Central Cooling Company PJSC**

The Board of Directors of National Central Cooling Company PJSC (Tabreed) is pleased to invite its shareholders to attend the Ordinary General Assembly meeting to be held on Sunday 7 June 2015 at 5:30 pm in Beach Rotana Hotel in Abu Dhabi, to consider and resolve the following item:

1. Repurchase by Tabreed from MDC Industry Holding Company LLC of an outstanding principal amount of AED 853,601,212 of the Mandatory Convertible Bonds Series B due 2019, issued by Tabreed in 2011, representing 28% of the total outstanding, at an aggregate purchase price of AED 1 billion.

Notes:

1. A summary of the proposed repurchase transaction is available on Tabreed's website (www.tabreed.ae).
2. Each shareholder, who is registered in Tabreed's share book on 4 June 2015, is entitled to attend Tabreed's Ordinary General Assembly meeting and may authorize another person (other than a member of the Tabreed's Board of Directors), to attend the Ordinary General Assembly on behalf of the shareholder pursuant to a proxy (as per the approved format). The representative must not, in such capacity, hold more than 5% of the Tabreed's share capital. 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.
3. In the event a quorum for the first meeting is not achieved, the Ordinary General Assembly meeting will be adjourned until Sunday 14 June 2015 at the same time and place. Shareholders who are registered in the Tabreed's share book on 11 June 2015 shall then be entitled to attend the second meeting.
4. Where the necessary quorum is not achieved, all duly completed proxy forms for the first meeting shall continue to be valid and in full force for the second 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 date of the second meeting.

Chairman of the Board of Directors

Proxy Form

To the Chairman of the Board of Directors of National Central Cooling Company PJSC

I/We:

being a shareholder/shareholders in National Central Cooling Company PJSC do hereby appoint

Mr. / Mrs.:

as my/our proxy to vote for me/us on my/our behalf at the Ordinary General Assembly meeting of the Company to be held on Sunday 7 June 2015 and each adjournment thereof.

Signed this day of 2015.

Shareholder No:

Holder of Signature :