

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) (the "**Company**") is pleased to invite its shareholders to attend the Annual General Assembly Meeting, which is to be held on Wednesday, 7 March, 2018 at 5.00 P.M. (17:00 hrs) at Rotana Beach Hotel - Abu Dhabi, to discuss and resolve the items detailed hereunder:

- 1) 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 2017.
- 2) Consider and approve the auditor's report on the Company's financial position for the fiscal year ending 31 December 2017.
- 3) Consider and approve the Company's financial statements and profit and loss statement for the fiscal year ending 31 December 2017.
- 4) Consider and approve the proposal of the Board of Directors regarding the distribution of cash dividends at 8 fils per share or 8% of the Company capital for the fiscal year ending 31 December 2017.
- 5) Discharge the members of the Board of Directors from their liabilities for the fiscal year ending 31 December 2017.
- 6) Discharge the auditors from their liabilities for the fiscal year ending 31 December 2017.
- 7) Approve the Board of Directors remuneration for the fiscal year ending 31 December 2017.
- 8) Appoint the Company's auditors for the fiscal year ending 31 December 2018 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 at the Meeting. The delegated person shall have the powers as determined in the delegating resolution. The proxy must be delivered to the Issuer Services Department, First Abu Dhabi Bank, FAB Building Khalifa Business Park – Al Qurm District, 4th floor, P.O BOX: 6316, Abu Dhabi not less than two days prior to the date of the Meeting.
2. Shareholders who are registered in the Company's share book on Sunday, 18 March, 2018 shall be deemed to be entitled to receive the dividends if the Annual General Assembly Meeting is convened on its first meeting date on Wednesday, 7 March, 2018. Shareholders who are registered on Sunday, 25 March, 2018 shall be deemed to be entitled to receive the dividends if the Annual General Assembly Meeting is convened on its second meeting date on Wednesday, 14 March, 2018.
3. The Annual General Assembly Meeting will be quorate if shareholders representing not less than 50% of the Company's share capital attend in person or by proxy. Each shareholder who is registered in the Company's share book on Tuesday, 6 March, 2018 is entitled to attend the first meeting on Wednesday, 7 March, 2018. In the event a quorum for the first meeting is not achieved, the Annual General Assembly Meeting will be adjourned until Wednesday, 14 March, 2018, at the same time and place and will be considered duly convened if attended by one or more shareholders. Shareholders whom are registered in the Company's share book on Tuesday, 13 March, 2018 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 Issuer Services Department at First Abu Dhabi Bank at least two days prior to the relevant adjourned meeting.
5. Shareholders are 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 Market.
6. Copies of the financial report and Corporate Governance Report for the year ended 31 December 2017 are available on the Company's website at <http://www.tabreed.ae> and will be available at the meeting venue upon registration on the day of the Meeting.

The Board of Directors

Proxy

To the Chairman of National Central Cooling Company PJSC (Tabreed)

Dear Sir,

I/We:

The shareholder(s) of Tabreed hereby appoint by virtue of this proxy

Mr. / Mrs.:

To represent me and vote on my behalf in the General Assembly meeting to be held on Wednesday 7 March 2018 or any adjourned meeting therefore.

Shareholder's number:

Signature:

Date: -----/-----/2018