



**National Central Cooling Company PJSC (Tabreed)**

**Invitation to the Ordinary General Assembly Meeting of Company's Shareholders**

The Board of Directors of National Central Cooling Company PJSC (Tabreed) is pleased to invite its shareholders to attend the Annual General Assembly meeting, to be held on Wednesday, 4 March, 2015 at 5.30 P.M. (17:30 hrs) at the Beach Rotana Hotel, Al Thuraya ballroom - Abu Dhabi, to discuss and resolve the following items:

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 2014.
2. Consider and approve the auditor's report on the Company's financial position for the fiscal year ending 31 December 2014.
3. Consider and approve the Company's financial statements and profit and loss statement for the fiscal year ending 31 December 2014.
4. Consider and approve the proposal of the Board of Directors regarding the distribution of cash dividends at 5 fils per share or 5% of the company capital for the fiscal year ending 31 December 2014.
5. Discharge the members of Board of Directors and the Company's auditors from their liabilities for the fiscal year ending 31 December 2014.
6. Approve the Board of Directors remuneration for the fiscal year ending 31 December 2014.
7. Appoint the Company's auditors for the fiscal year ending 31 December 2015 and determine their remuneration.

**Remarks:**

1. Each shareholder who is registered in the Company's share book on Tuesday, 3rd March, 2015 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 (as per the approved format) provided that the representative does not hold in such capacity more than 5% of the Company'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 or delivered to the Company's headquarters not less than two days prior to the date of the meeting. Only original proxies will be accepted.
2. Shareholders that are registered in the Company's share book 10 days after the convened Ordinary Annual General Meeting shall be deemed to be entitled to receive the dividends.
3. In the event a quorum for the meeting is not achieved, the Annual General Assembly meeting will be adjourned until Wednesday, 11th March, 2015 at the same time and place. Shareholders who are registered in the company's sharebook on 10 March, 2015 shall then be entitled to attend the meeting.
4. Where the necessary quorum is not achieved, 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. Copies of the Company's financial report and Corporate Governance Report for the year ended 31 December 2014 are available at the main office of the Company during regular office hours, on the Company's website <http://www.tabreed.ae> and at the meeting venue upon registration.

**The Chairman**

**Proxy**

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

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 4th March 2015, or any adjourned meeting therefore

Signature:

Shareholder No. :

Date: ..... / ..... /2015