National Central Cooling Company PJSC

Invitation to the General Assembly Meeting of Company's Shareholders

The Board of Directors of National Central Cooling Company PJSC (Tabreed or the Company) is pleased to invite its shareholders to attend the General Assembly meeting, which is to be held on Monday 11 September 2017 at 5:00pm at Rotana Beach Hotel Abu Dhabi, to discuss and resolve the items detailed hereunder:

1. **Special Resolution:** Consider and approve amending the Company's Articles of Association as published on the Company's website and the Dubai Financial Market's website, subject to approval of the competent authorities.
2. To elect four (4) Directors to fill the vacant positions of the Board of the Company for the remaining term of such vacant positions.

Remarks:

- Each shareholder is entitled to attend the Company's General Assembly 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 a representative does not hold in such capacity as a proxy for a number of shareholders more than 5% of the Company's share capital (persons of incomplete capacity or incapable shall be represented by their legal representatives and minors shall be represented by their parent or guardian). A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in a general assembly. The delegated person shall have the powers as determined in the delegating resolution. The proxy form must be submitted and delivered to the Registrar & Securities Services Department at First Abu Dhabi Bank PJSC, P.O. Box 6865, Abu Dhabi not less than two days prior to the date of the meeting. Only original proxies will be accepted.
- The General Assembly will be quorate if shareholders representing not less than 50% of the Company's share capital attend. Each shareholder who is registered in the Company's share book on Sunday 10 September 2017 is entitled to attend the first meeting on Monday 11 September 2017. In the event a quorum for the first meeting is not achieved, the General Assembly meeting will be adjourned until Monday 18 September 2017 at the same time and place and will be considered duly convened if attended by one or more shareholders. Shareholders who are registered in the Company's share book on Sunday 17 September 2017 shall then be entitled to attend the second meeting.
- 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 Registrar & Securities Services Department at First Abu Dhabi Bank at least two days prior to the relevant adjourned meeting.
- A special resolution requires the approval of at least 75% of the shares represented at the General Assembly meeting.
- Copies of the proposed amendments to the Company's Articles of Association are available on the Company's website "http://www.tabreed.ae" DFM's website 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 Monday 11 September 2017 or any adjourned meeting therefore.

Signature: Shareholder No:

Date: ..... / ..... / 2017