

Form for disclosing the Agreement to Acquire, Dispose, Mortgage, or Lease Transaction(s)

The required data regarding the agreement to acquire / dispose / mortgage / lease transaction(s):

Date.	29 August 2021.
Name of the Listed Company.	National Central Cooling Company PJSC (the "Company").
Specify the type of transaction: (acquisition / dispose / mortgage / lease / other).	Acquisition of the remaining 0.1% shareholding in AlWajeez Development Company PJSC ("AWDC") not currently held by Business District Cooling Investment LLC ("BDCI") and the remaining 50% shareholding in BDCI not currently (indirectly) held by the Company.
Determine the type of asset to be acquired, disposed, leased or mortgaged (examples: investments, companies, factories, real estate, securities, etc.) and describe the activity of the underlying asset.	BDCI holds 100% of the shares of AWDC. It has no other assets. Assets in AWDC consist of the district cooling plant and the associated networks on Al Maryah Island, Abu Dhabi, which provide chilled water services to multiple residential, commercial, retail and other real estate assets.
Determine the value of the purchase cost of these assets and their percentage to the capital of the listed company in the event of dispose, mortgage or leasing.	AED 311.5 MN / AED 2.775 BN = 11%.
Total value of acquisition / dispose / mortgage / lease transaction.	Value of acquisition is AED 311.5 MN.

Reasons for executing the transaction, its expected effects on the company and its operations, and the rights of its shareholders.	The other existing shareholder in BDCI and AWDC, Jupiter District Cooling Investment LLC, wishes to divest its shares in each of the two companies. We do not expect any material impact on the Company and its operations, and the rights of its shareholders due to this acquisition.
Determine the parties to the transaction / deal.	Jupiter District Cooling Investment LLC, National Central Cooling Company P.J.S.C. (Tabreed).
Determine whether the transaction / deal is associated to related parties, and specify the nature of the relationship, if any.	Not applicable.
The date of signing the transaction / deal.	16 August 2021.
Transaction / deal execution date.	16 August 2021.
Expected closing date.	Early to mid-September 2021.
<p>If the listed company is the acquiring party or the lessee, the following must be fulfilled:</p> <ol style="list-style-type: none"> 1- Explain how to finance acquisition or lease transaction(s). 2- Determine the sources of financing the transaction(s) in the case of acquisition or leasing, with clarification of the payment mechanism in the event that part or all of the value of the transaction(s) will be funded through banks. 3- Determine the date or dates of payment of the amounts owed by the listed company from the acquisition or lease transaction(s). 	<ol style="list-style-type: none"> 1. Tabreed will acquire these shares using cash. 2. The source of funds is the Company's internal cash generation. 3. Early to mid-September 2021
<p>If the listed company is the disposing party, the lessor, or one of the mortgage parties, the following must be fulfilled:</p>	

<ol style="list-style-type: none"> 1- Explain the reasons for disposing, mortgaging or leasing, and clarifying how the collected funds will be used. 2- Determine the date or dates of collection of the amounts owed to the listed company from the dispose, mortgage or lease transaction. 3- Clarify the procedures against the listed company in case of failure to pay its obligations stated in the mortgage deal. 4- The listed company must also clarify whether it will provide a loan in exchange for a mortgage of the assets owned by the other party. 	<ol style="list-style-type: none"> 1. Not applicable. 2. Not applicable. 3. Not applicable. 4. Not applicable.
<p>The expected financial impact of the transaction(s) on the business results and the financial position of the listed company.</p>	<p>This transaction is expected to decrease Tabreed's cash balance by AED 311.5 MN. In future, as a consequence of this transaction, the results of AWDC will be consolidated in the Company's accounts instead of using the equity method of accounting.</p>
<p>Determine the financial period or quarter in which the financial impact of the transaction(s) will appear on the listed company.</p>	<p>Q3 – 2021.</p>
<p>Summary of the terms and conditions of the transaction(s), the rights and obligations of the listed company and its shareholders, and the procedures involved in the event that any party fails to fulfill the obligations it has stipulated in the transaction or the deal contract.</p>	<p>National Central Cooling Company PJSC (Tabreed) has announced an agreement to acquire the remaining 0.1% shareholding in AlWajeez Development Company PJSC and the remaining 50% shareholding in Business District Cooling Investment LLC.</p> <p>The transaction, worth AED 311.5 million, is expected to complete in early to mid-September.</p>

The Name of the Authorized Signatory	Hamish Jooste
Designation	Chief Legal Counsel
Signature and Date	
Company's Seal	 The image shows a rectangular company seal with a blue border. On the left side, there is a circular logo containing a stylized 'C' shape. To the right of the logo, the word 'تبريد' is written in Arabic, followed by 'tabreed' in lowercase English letters. In the top right corner of the seal, the number '16' is displayed. Below the logo and text, the full name of the company is written in Arabic: 'الشركة الوطنية للتبريد المركزي بش.م.ع.' and in English: 'NATIONAL CENTRAL COATING COMPANY PJSC'.