Form for disclosing the Agreement to Acquire Transaction

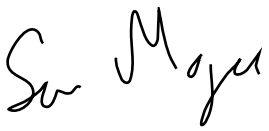
The required data regarding the agreement to acquire transaction:

Date.	21 December 2022
Name of the Listed Company.	National Central Cooling Company PJSC (Tabreed).
Specify the type of transaction: acquisition.	Acquisition of additional shares in Saudi Tabreed from Al Mutlaq Group for Industrial Investments LLC in the value of SAR 55m.
Determine the type of asset to be acquired, (examples: investments, companies, factories, real estate, securities, etc.) and describe the activity of the underlying asset.	Consolidates Tabreed's existing shareholding in Saudi Tabreed, the Kingdom of Saudi Arabia's leading district cooling service provider in the Kingdom of Saudi Arabia, at 21.8% shareholding. In tandem with Tabreed's acquisition of additional shares in Saudi Tabreed from Al Mutlaq, the Kingdom of Saudi Arabia's Public Investment Fund (PIF) has taken a 30% stake in Saudi Tabreed by a private placement of shares, subject to completion procedures as per executed agreement
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.	Capital investment of SAR 54.6m (AED 53.6m)/ AED 2.845 BN = 2%
Total value of acquisition transaction.	Value of transaction is SAR 55m

Reasons for executing the transaction, its expected effects on the company and its operations, and the rights of its shareholders.	**Consolidates Tabreed's existing shareholding in Saudi Tabreed, the Kingdom of Saudi Arabia's leading district cooling service provider in the Kingdom of Saudi Arabia, at 21.8% shareholding.** **In tandem with Tabreed's acquisition of additional shares in Saudi Tabreed from Al Mutlaq, the Kingdom of Saudi Arabia's Public Investment Fund (PIF) has taken a 30% stake in Saudi Tabreed by a private placement of shares, subject to completion procedures as per executed agreement.** **We do not expect this transaction will materially impact Tabreed's existing operations or the rights of its shareholders.**
Determine the parties to the transaction / deal.	**National Central Cooling Company PJSC, Al Mutlaq Group for Industrial Investments LLC.**
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.	**14 December 2022**
Transaction / deal execution date.	**14 December 2022**
Expected closing date.	**21 December 2022**
If the listed company is the acquiring party or the lessee, the following must be fulfilled: **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**	**1. Financed from company reserves.** **2. Financed from company reserves.** **3. 21 December 2022**

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).	
If the listed company is the disposing party, the lessor, or one of the mortgage parties, the following must be fulfilled: 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.	Not applicable.
The expected financial impact of the transaction(s) on the business results and the financial position of the listed company.	The transaction will not materially impact the results or financial position of the Company (less than 1% impact on both).
Determine the financial period or quarter in which the financial impact of the transaction(s) will appear on the listed company.	Quarter 4 2022.
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	Acquisition of additional shares in Saudi Tabreed from Al Mutlaq Group for Industrial Investments LLC in the value of SAR 54.6 m.

fails to fulfill the obligations it has stipulated in the transaction or the deal contract.	

The Name of the Authorized Signatory	**Sean Magee**
Designation	**Acting Chief Legal Counsel**
Signature and Date	**21 December 2022** 
Company's Seal	