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.	14 January 2022
Name of the Listed Company.	National Central Cooling Company PJSC (Tabreed).
Specify the type of transaction: (acquisition / dispose / mortgage / lease / other).	Acquisition of district cooling plants and associated assets serving the Al Mouj Mixed Use Development in Muscat Oman (the "Development") along with the grant of a long-term Concession Agreement between Al Mouj Muscat SAOC and Tabreed Al Mouj SPC (a wholly owned subsidiary of Tabreed Oman SAOC, which in turn is 60.54 % owned by Tabreed).
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.	Assets at the Development consist of district cooling plants and associated network in Muscat, Oman 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 65.4 MN /AED 2.775 BN = 2.4% of the capital of Tabreed.
Total value of acquisition / dispose / mortgage / lease transaction.	Value of the acquisition is AED 65.4 MN.

Reasons for executing the transaction, its expected effects on the company and its operations, and the rights of its shareholders.	**The assets purchased strengthen Tabreed's operational portfolio in Oman, in accordance with Tabreed's long term plans for growth in the GCC. 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.	**Al Mouj Muscat SAOC and Tabreed Al Mouj SPC (a wholly owned subsidiary of Tabreed Oman SAOC, which in turn is 60.54 % owned by 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.	**15 December 2021**
Transaction / deal execution date.	**15 December 2021**
Expected closing date.	**23 January 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 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).**	**1. Construction costs to be financed by Tabreed Oman SAOC as follows: 80% by bank loan from National Bank of Oman, 10% from equity contribution of existing shareholders and remaining 10% from existing company reserves.** **2. See response 1 above.** **3. Loan amount to be repaid to National Bank of Oman over 12-year period.**
If the listed company is the disposing party, the lessor, or one of the mortgage parties, the following must be fulfilled:	**Not applicable.**

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.	
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.	First quarter of 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 fails to fulfill the obligations it has stipulated in the transaction or the deal contract.	The transaction is the acquisition by Tabreed of district cooling assets serving the Development along with the grant of a long-term Concession Agreement between Al Mouj Muscat SAOC and Tabreed Al Mouj SPC (a wholly owned subsdiary of Tabreed Oman SAOC, which in turn is 60.54 % owned by Tabreed). The transaction value is AED 65.4mn. If any of the parties fail to fulfill their obligations during the operation of the district cooling assets, the transaction shall be terminated in accordance with the agreed concession terms.

The Name of the Authorized Signatory	**Hamish Jooste**
Designation	**Chief Legal Counsel**
Signature and Date	 **14 January 2022**
Company's Seal	