EMPOWER
ENERGY SOLUTIONS

Invitation of the Annual General Meeting
Emirates Central Cooling Systems Corporation PJSC
("Company" or "Empower")

The Board of Directors ("Board") of Emirates Central Cooling Systems Corporation PJSC ("Company" or "Empower") is pleased to invite its shareholders to the annual general meeting ("General Meeting") of the Company that should take place physically at **Habtoor Palace Hotel, Dubai,** Habtoor Ballroom, and electronically/from distance on **Wednesday, 27 March 2024 at 11:00 am**, to consider the following agenda:

Agenda:

1. To approve the appointment of the Secretary of the meeting, and the appointment of Dubai Financial Market as votes collector;
2. To consider and approve the Board of Directors' report in respect of the Company's activities and its financial position for the financial year ended **31 December 2023;**
3. To consider and approve the external auditor's report on the Company's financial position for the financial year ended **31 December 2023;**
4. To consider and approve the consolidated financial statements of the Company for the financial year ended **31 December 2023;**
5. To ratify and approve the Board of Directors decision to pay interim cash dividend of AED 425,000,000 (being AED 0.0425 per share representing 42.5% of the Company's paid-up share capital) in **October 2023** for the first half of 2023;
6. To consider and approve the Board of Directors' recommendation to distribute an interim cash dividend amounting to AED 425,000,000 (being AED 0.0425 per share representing 42.5% of the Company's paid-up share capital) for second half of the year 2023 which is deemed to be the final dividend payment for the year 2023;
7. To approve the Company's dividend policy that is available for review on the following link https://www.empower.ae/media/ofqnbpuo/supplement-to-corporate-update.pdf and to authorise, approve and delegate the Board of Directors of Empower to pay an interim cash dividend for the first half of 2024 by **October 2024** in line with this policy;
8. To consider and approve the Board of Directors' recommendation concerning the Board remuneration for the year ended **31 December 2023;**
9. To discharge the members of the Board of Directors from any liability for the financial year ended **31 December 2023;**
10. To discharge the external auditors of the Company from any liability for the financial year ended **31 December 2023;**
11. To approve variation in audit fees for additional time and resources spent on audit of new subsidiaries and additional reporting amounting to AED 220,500/- (AED 73,500 for the year 2022 and AED 147,000/- for the year 2023); and
12. To appoint the external auditors of the Company for the financial year ending on **31 December 2024** and determine their remuneration.

Notes

1. Electronic Registration, Attendance and eVoting:
   - SMS containing link of the Registration, Attendance, eVoting and access code will be sent to shareholders one day prior to the AGM.
   - Shareholder can register (registration for attendance) and vote upon receiving the link and until the commencement of the AGM at 11:00 am on Wednesday 27/03/2024 and voting will continue until end of the AGM.
   - Shareholders can attend online live streaming of the AGM through the link sent.
   - For any queries related to Electronic Registration, Attendance and eVoting, please contact Dubai Financial Market, Customer Services on: +971 4 305 5555 **investor.relations@empower.ae**
2. Each shareholder is entitled to attend or to delegate to a proxy, who is not a Board Member, employees of the company or brokerage company or its employees to attend the AGM on their behalf by virtue of a written special written authorization/proxy made pursuant to the delegation form attached with the invitation dispatched by mail. Holders of proxies must send a copy of their proxies to the email address **investor.relations@empower.ae** with their names and mobile numbers to receive text messages for registration, latest by 22 March 2024. A Proxy holder may not represent a number of shareholders in excess of 5% of the Company's capital. However, if the proxy represents one single shareholder, his/her proxy may exceed 5% of the Company's capital. Minors and those who have no legal capacity shall be represented by their legal representatives. In case the quorum was not achieved in the first meeting, the proxies issued for the first meeting shall be considered valid for any later meetings unless expressly cancelled by the shareholder through a notification to **investor.relations@empower.ae** - at least two days prior to the second meeting. The requirements under Clauses No. 1 and 2 of Article 40 of Securities and Commodities Chairman Decision No. (3/Chairman) of 2020 on the Approval of Public Joint Stock Companies Governance Guide ("Governance Guide") on adopting proxies shall be met. These requirements are set out in the explanatory disclosure on adopting proxies which is annexed to this invitation.
3. A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its board of directors or managers to represent the corporate person in the General Meeting. The delegated person shall have the authority as determined by the authority resolution.
4. The General Meeting shall not be validly held unless attended by shareholders (in person or via proxy) representing not less than 50% of the share capital of the Company. In the event that such quorum is not present at the first General Meeting, a second meeting will take place on 3 April 2024 at the same time and place and the second meeting shall be valid irrespective of the shareholders attendance percentage.
5. The registered holder of a share on 26 March 2024, shall have the right to attend and vote at the General Meeting. In case of the second meeting, the registered holder of a share on 2 April 2024 shall have the right to attend and vote at the second General Meeting.
6. A shareholder entitled to receive dividends shall be the registered holder of a share on the tenth day starting from the day following the date of the General Meeting, i.e., holder of a share on 8 April 2024 (incase this date was a public holiday, the entitlement date will be the next working day after the public holiday) , and if any dividends are declared for distribution in the second meeting, the registered holder of a share on 15 April 2024 shall have the right to the dividends.
7. The shareholders may review the financial statements of the Company and the Company's corporate governance report, the sustainability report (the integrated report) on DFM website (**www.DFM.ae**) and the Company's website **(www.empower.ae).**
8. Please check the investor protection guide and the guide concerning the election and appointment of women on the Board of Directors at the Securities and Commodities Authority's website: https://www.sca.gov.ae/en/regulations/minority-investor-protection.aspx

H.E Saeed Mohammed Al Tayer
Chairman of the Company
Emirates Central Cooling Systems Corporation PJSC