

The Board of Directors of National Central Cooling Company PJSC (Tabreed or the Company) invites the shareholders to attend the annual general assembly meeting, on Wednesday 25 March 2026 at 1:00pm (UAE time). Shareholders may attend either in person at the headquarters of the Company located in Masdar City, Abu Dhabi or virtually through an electronic link. The electronic link for the meeting will be sent to the shareholders via SMS or email following registration of their attendance (for details on how to register please see Note 1 below). Shareholders will meet to consider the following agenda items:

Firstly: Authorise the chairman of the annual general assembly to appoint a secretary to the meeting and a vote collector.

Secondly: Special Resolution agenda item
To authorise the Board of Directors of the Company to issue additional non-convertible (into shares) perpetual (that is having no fixed maturity date) or non-perpetual (that is having a fixed maturity date) bonds, sukuk and/or similar instruments (whether directly or through a special purpose vehicle) in one or more tranches in an aggregate nominal amount not exceeding USD 2 billion (or the equivalent thereof in other currencies) in any jurisdiction at any time and to authorise the Board of Directors of the Company to determine and agree on the date of issuance, the amount within the approved limit, offering mechanism, transaction structure and other terms and conditions of any such issuance(s), provided that any such issue is undertaken in compliance with the applicable provisions of Federal Decree Law No. 32 of 2021 concerning Commercial Companies (as amended from time to time) and any regulations or guidelines issued by any governmental or regulatory authority pursuant to such law and after obtaining any approvals which may be required from the relevant competent regulatory authorities from time to time.

Thirdly: Ordinary resolutions agenda items:

1. Consider and approve the Board of Directors' report on the Company's activity and its financial position for the financial year ended 31 December 2025.
2. Consider and approve the auditor's report for the financial year ended 31 December 2025.
3. Consider and approve the Company's balance sheet and profit and loss account for the financial year ended 31 December 2025.
4. Consider and approve the recommendation of the Board of directors concerning a cash dividend distribution of 6.5 fils per share representing AED 184.9 million for the second half of the financial year ended 31 December 2025 to bring the total cash dividend for the year ended 31 December 2025 to AED 369.9 million equivalent to 13.0 fils per share or 13% of the Company's share capital.
5. Discharge the members of the Board of Directors from liability for the financial year ended 31 December 2025 or dismiss them and file claim against them.
6. Discharge the auditors from the liability for the financial year ended 31 December 2025 or dismiss them and file claim against them.
7. Approve the Board of Directors remuneration for the financial year ended 31 December 2025.
8. Appoint the auditors for the financial year 2026 and determine their fees.
9. Approve the Board Membership Policy.
10. Approve the Dividends Distribution Policy.
11. Elect nine members to the Board of Directors of the Company for a term of three years.

Notes:

1. At the direction of the Capital Market Authority, the Company's shareholders who will attend the general assembly virtually should register their attendance electronically to be able to vote on the items of the general assembly. Registration is open from 1:00pm on Tuesday 24 March 2026 and closes at 1:00pm on Wednesday 25 March 2026. For electronic registration, please visit the following website: www.smartagm.ae. Holders of proxies must send a copy of their proxies to the email address is@bankfab.com with their names and mobile numbers to receive text messages for registration.
2. Any shareholder entitled to attend the general assembly meeting may delegate any person (other than a member of the Board of Directors, employees of the Company, a broker or employees of such broker) under a special written proxy. In such capacity, no proxy may represent a number of shareholders who hold more than 5% of the shares in the capital of the Company. Persons of incomplete capacity or incapability shall be represented by their legal representatives (provided that the requirements set forth in items 1 and 2 of Article (40) of Chairman of Authority's Board of Directors' Decision No. (3/R.M) of 2020 concerning the Approval of Public Joint Stock Companies Governance Guide are taken into account). Shareholders may review the disclosure posted on the Company's page at Dubai Financial Market in respect of the requirements to be adopted to approve a proxy.
3. The passing of a special resolution requires the consent of shareholders representing not less than three quarters of the shares represented at the meeting.
4. 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 the general assembly of the Company. The delegated person shall have the powers as determined in the delegating resolution.
5. Shareholders registered in the shareholders register on 24 March 2026 shall be entitled to vote in the general assembly meeting.
6. The meeting of the general assembly shall not be valid unless attended by shareholders who hold or represent by proxy at least (50%) of the Company's share capital. In case quorum is not reached in the first meeting, the second meeting shall be convened on 7 April 2026 at the same time and place and the proxies issued for the first meeting shall be valid. The second meeting shall be valid if attended by at least one shareholder.
7. Shareholders registered in the shareholders register on 6 April 2026 shall be entitled to receive the dividends if the quorum is achieved on 25 March 2026, and shareholders registered in the shareholders register on 17 April 2026 shall be deemed to be entitled to receive the dividends if the general assembly is held on 7 April 2026.
8. Shareholders are required to update their contact details at the Dubai Financial Market to ensure that dividends are delivered properly. Dividends will be distributed through the Dubai Financial Market.
9. The meeting will be recorded. Shareholders are entitled to discuss the items listed in the agenda and ask questions to the Board of the Directors and the auditors of the Company.
10. The Company's consolidated financial statements for the year ended 31 December 2025 is available via the Dubai Financial Market website and the Company's website: Financial Statements - Tabreed
11. The Integrated Report of the Company will be available via the Company's page on the Dubai Financial Market website and the Company's website from 15 March 2026.
12. The Shareholders can view and download the Investors Rights Guidelines on the Capital Market Authority's website through the following link <https://www.sca.gov.ae/en/regulations/minority-investor-protection.aspx>

Board of Directors مجلس الإدارة

Proxy

To the Chairman of National Central Cooling Company PJSC (Tabreed)

Dear Sir,

I/We:

Being a shareholder(s) of National Central Cooling Company PJSC (Tabreed) hereby appoint by virtue of this proxy .

Mr. / Mrs.

To represent me and vote on my behalf in the Annual General Assembly meeting of National Central Cooling Company PJSC (Tabreed) to be held on Wednesday 25 March 2026 or any adjourned meeting therefore.

Shareholder's number:

Date: / / 2026

Signature/Corporate Seal:

Signature:

السيد/ رئيس مجلس إدارة الشركة الوطنية للتبريد المركزي ش.م.ع. (تبريد) المحترم

تحية طيبة وبعد،،،

أنا / نحن :

بصفتي مساهم/مساهمين في الشركة الوطنية للتبريد المركزي ش.م.ع. (تبريد)، أعين/نعيّن بموجب هذا التوكيل.

السيد/ السيدة

وكيلاً عنّي/ عنّا وأفوضه/ونفوضه بأن يمثلني ويصوّت باسمي/باسمنا ونيايةً عنّي/ عنّا في اجتماع الجمعية العمومية السنوي للشركة الوطنية للتبريد المركزي ش.م.ع. (تبريد) المقرر انعقاده يوم الأربعاء الموافق ليوم ٢٥ مارس ٢٠٢٦ وأي تأجيل له.

رقم المساهم:

تحريراً في: / / ٢٠٢٦

التوقيع / ختم الشركة:



إفصاح توضيحي بشأن اعتماد التوكيلات



بناءً على متطلبات البندين ١ و ٢ من المادة رقم ٤٠ من دليل حوكمة الشركات المساهمة العامة الصادر من هيئة الأوراق المالية والسلع، نود أن نلفت السادة المساهمين إلى ما يلي:

الوكلاء المفوضين عن المساهمين:

١. يجوز لمن له حق حضور الجمعية العمومية أن ينيب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها ويجب ألا يكون الوكيل - لعدد من المساهمين - حائزاً بهذه الصفة على أكثر من (٥%) من رأس مال الشركة المصدر. ويمثل ناقص الأهلية وفاقديها النائبون عنهم قانوناً.
٢. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (١) هو التوقيع المعتمد من/لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.
 - أ . الكاتب العدل
 - ب . غرفة تجارة أو دائرة اقتصادية بالدولة
 - ج . بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما
 - د . أي جهة أخرى مرخص لها القيام بأعمال التوثيق
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
 - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر للمساهم.
 - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

الوكلاء المفوضين عن الشخص الاعتباري

١. يجوز للشخص الاعتباري تفويض أحد ممثليه أو المسؤولين عن إدارته بموجب قرار صادر عن مجلس إدارته أو أي كيان مماثل.
٢. يجب أن يتم توقيع خطاب التفويض أو النموذج من قبل المفوض بالتوقيع عن الشخص الاعتباري وتقديم المستند الداعم مثل التوكيل الرسمي والرخصة التجارية وما إلى ذلك.
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
 - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

CLARIFYING DISCLOSURE REGARDING THE APPROVAL OF AGENCIES

According to Clauses (1) & (2) of Article (40) of the Governance Guide for Public Shareholding Companies issued by the Securities and Commodities Authority, we would like to inform the shareholders of the following:

Individual Proxyholder:

1. Any shareholder who has the right to attend the General Assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the General Assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
2. The shareholder signature on the power of attorney referred in Clause No. (1) shall be the signature approved by any of the following entities:
 - a - Notary Public
 - b - Commercial chamber or economic department in the state
 - c - Bank or company licensed in the state, provided that the agent shall have an account with any of them.
 - d - Any other entity licensed to perform attestation works.
3. In addition to the above please, provide the following:
 - Valid Emirates ID copy (Front and Back) or Passport Copy of the shareholder
 - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.

Corporate Proxyholder

1. 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 any similar entity.
2. The delegation letter or form should be signed by an authorized signatory and provide the supporting document such as POA, Trade License etc.
3. In addition to the above please, provide the following:
 - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.