



Corporate Governance Report 2022

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This Corporate Governance Report is Approved by:

Khaled Abdulla Al Qubaisi

Chairman of the Board

Khalid Al Marzooqi

Chief Executive Officer

Dr. Bakheet Al Katheeri

Chairman of the Audit Committee

H.E. Dr Ahmad bin Abdullah Humaid Belhoul Al Falasi

Chairman of the Nomination and Remuneration Committee

Mousa Sajwani

Vice President – Internal Control

1. Preface

Corporate governance is the system of rules, practices and processes used to direct and manage a company.

The following report is governed by the Securities and Commodities Authority (“SCA”) Chairman’s Board of Directors’ Decision No. 3 of 2020 as amended from time to time on the Joint Stock Companies Governance Guide (“**Decision 3/2020**”) and the format of this report is prescribed by the SCA. This report outlines the compliance of National Central Cooling Company PJSC (the “**Company**” or “**Tabreed**”) with Decision 3/2020, and the Company’s overall integral governance structure in the period from 1 January 2022 to 31 December 2022.

In addition to the above, to ensure compliance with the external rules, Tabreed has adopted, updated and implemented, to list a few without limitation, a number of internal policies and procedures to emphasize the enforcement and application of the corporate governance by the Board and Tabreed’s employees:

- Code of Conduct
- Delegation of Authority
- Related Party Transaction Policy
- Tabreed Market Conduct and Securities Trading Policy
- Internal Control Policy
- Human Rights Policy
- Ethical Framework
- Diversity, Equity & Inclusion Policy
- Business Consultants Policy

Incorporated in 1998, Tabreed has 25 years of industry leading experience in the district cooling sector, with offices across the GCC, Egypt and India, with the aim of exploring entry into other countries. Throughout its journey Tabreed has enhanced its commitment to implementing the highest standards of corporate governance within the Company to enhance value for its shareholders and stakeholders.

2. Compliance with regulations

Tabreed's corporate governance system is well developed, adopts local and international best practice and meets all relevant requirements of UAE legislation on corporate governance, including the Federal Decree by Law concerning Commercial Companies No. 32 of 2021 (as amended) and Decision 3/2020. Decision 3/2020 applies to Tabreed's listing on the Dubai Financial Market ("DFM"). The SCA supervises, controls and verifies Tabreed's compliance with Decision 3/2020.



3. Corporate governance structure

The General Assembly Meeting is the highest decision-making body in the Company and is the forum in which shareholders exercise their right to decide on the Company's direction. The Annual General Assembly Meeting ("AGA") is convened once a year to carry out tasks such as adopting the Board of Directors' report and the annual and consolidated accounts, discharging the members of the Board of Directors and the auditors from liability and deciding how the profit of the past financial year is to be allocated.

The shareholders are the ultimate decision-makers in respect of the direction of the Company as the shareholders are responsible for appointing the Board of Directors at the AGA of the Company, each such appointment being for a term of three years. The shareholders present at the AGA also elect the auditors who in turn report on their scrutiny to the AGA.

The following sections summarize how the Company has applied the principles of Decision 3/2020 and its compliance with these principles.



3.1. Board of Directors

(Art. 6, Decision 3/2020)

The appointment, roles and responsibilities of the Board of Directors of Tabreed (the “**Board**” or “**Board of Directors**”) are outlined in Tabreed’s Articles of Association (“**AoA**”).

Upon implementation of the membership balance criteria set down by Decision 3/2020 in relation to executive, non-executive and independent members of the Board, we confirm that compliance was maintained by Tabreed in relation to all criteria including those requirements for the independence of the Board members save that the Chairman is no longer considered under Decision 3/2020 as independent by virtue of being re-elected on more than four occasions by the shareholders of Tabreed. In addition, to the Chairman, the current Board of Tabreed comprises eight independent directors out of the total of nine Board members. The Board has at all times maintained an appropriate level of skills, experience and capabilities across the membership.

3.2. Chairman of the Board

(Art. 7 and 15, Decision 3/2020)

In 2022, Khaled Abdulla Al Qubaisi presided as the Chairman of the Board (the “**Chairman**”). The Chairman of Tabreed’s Board is a non-executive director with extensive and prominent experience in the finance and energy sectors both regionally and internationally. Throughout the year, the Chairman ensured that the Board participated effectively at Board meetings and that each member of the Board acted in the best interests of Tabreed and its shareholders. The Chairman developed the structure of, and agenda for, meetings of the Board, overseeing communication between Board members and shareholders, and encouraged constructive relations between the Board members.

3.3. Members of the Board

(Art. 9, 10, 13 - 19, Decision 3/2020)

The members of the Board have a diverse set of skills and experience. Each member’s duty is to act in the best interests of Tabreed and its shareholders. Each member of the Board ensures that Tabreed’s management maintains systems and processes to ensure adherence to laws, regulations and Tabreed’s operational requirements.

The Board ensures that Tabreed’s management provides them with sufficient information, in a timely manner, to make informed decisions that affect the direction of the Company. The Board members participate in Board meetings, giving independent opinions on strategic issues, policy, accounting, resources and principles of required behaviour. The Board tracks the Company’s performance against strategic objectives.

Each year, all Board members disclose to Tabreed an assessment of their independence, potential conflicts of interest, confirmation of confidentiality, details of any share trading and details of their significant positions in public companies or other institutions.

3.4. Remuneration of the Chairman and the Board Members

(Art. 29, Decision 3/2020)

The Chairman and the Board members are entitled to be remunerated by a percentage of up to a maximum of 10% of the net profits of the Company in respect of each fiscal year, subject to approval by the shareholders at the Company’s AGA and subject to setting aside a statutory reserve of 10% of the net profits of the Company.

3.5. Board Committees

(Art. 6, Decision 3/2020)

The Board is empowered to establish Board committees and to delegate powers to such committees as necessary or appropriate. The Board delegates certain functions to well-structured committees but without abdicating its own responsibilities.

Board committees are an effective way to distribute work between Board members and allow for more detailed consideration of specific matters. All the Board committees are functioning on behalf of the Board and the Board will be responsible for constituting, assigning, co-opting and fixing terms of service for Board committee members.

Tabreed's Board has constituted four committees and implemented charters that define the obligations, duration and authority of each committee and these committees are regularly monitored by the Board regarding their performance and commitment. These committees are:

- Audit Committee;
- Nomination and Remuneration Committee;
- Finance Committee; and
- Projects Committee

The Audit Committee and the Nomination and Remuneration Committee are mandated by Decision 3/2020. The Finance Committee and the Projects Committee have been established by the Board of Directors as additional committees to facilitate the business requirements of the Company.

3.6 Audit Committee

(Art. 60, 61 and 62, Decision 3/2020)

The Board maintains an Audit Committee that monitors financial statements, reviews and recommends changes to Tabreed's financial and control systems, and appoints and maintains an appropriate relationship with the Company's external auditors. The Audit Committee also oversees the Internal Control function and is responsible for approving recommendations for internal control improvements (see Section 7 for further detail on the Audit Committee).



3.7. Nomination and Remuneration Committee

(Art. 59, Decision 3/2020)

The Nomination and Remuneration Committee assists the Board in discharging its responsibilities in relation to qualifications, compensation, appointment and succession of the Company's directors and key management personnel. The Committee oversees the Company's nomination process for the Board of Directors and continuously monitors the independence of the independent members of the Board (see Section 8 for further detail on the Nomination and Remuneration Committee).

3.8 Finance Committee

The role of the Finance Committee is to assist the Board in monitoring and reviewing: a) the economics and financial returns of investments and commitments, b) debt and equity financing transactions; and c) financial risk management programs of the Company (see Section 9.1. for further detail on the Finance Committee).

3.9 Projects Committee

The role of the Projects Committee is to assist the Board and management in the successful tendering and execution of projects, management of project related contracts, procurement processes, health/safety and the environment, or any other matter that may be critical for the efficient, safe and reliable operation of the Company's projects and existing assets (see Section 9.2. for further detail on the Projects Committee).

3.10. Internal Control

(Art. 66 and 67, Decision 3/2020)

Tabreed's Internal Control function is maintained by the Board with certain responsibilities delegated to the Audit Committee. The Board provides independent, objective and authoritative advice as well as assurance over the Internal Control environment to the Board, Audit Committee and management, to assist them in discharging their functions and duties conferred and imposed on them.

The Board ensures that the internal controls are effective by reviewing the work of the Audit Committee, effectively dealing with risk and control issues at Board meetings and requiring that risk and internal control issues are discussed at each Board meeting. The Board also ensures that an internal control review is conducted by the Internal Control function each year (See Section 11 for further detail on the Internal Control function).

3.11. External Auditor

(Art. 70, Decision 3/2020)

On the recommendation of the Audit Committee, the Board appointed Ernst&Young ("EY") as Tabreed's external auditor at the 2022 AGA held on 20 March 2022. The Board ensures that the external auditor remains independent from the Company. The external auditor has broad powers to provide reports to the General Assembly Meeting and to regulatory bodies (see Section 6 for further detail on the External Auditor).

3.12. Delegation to Management

(Art.14, Decision 3/2020)

The Board provides guidance and direction to Tabreed's management towards achieving the strategic objectives of Tabreed.

The Board is responsible for the direction and oversight of the Company on behalf of the shareholders. The day to day activities of Tabreed are delegated to management through the Board approved Delegation of Authority as amended and approved by the Board on 14 November 2022. The Delegation of Authority will be valid for a duration of 2 years and subject to regular review and amendment (if required) by the Board and the Audit Committee.

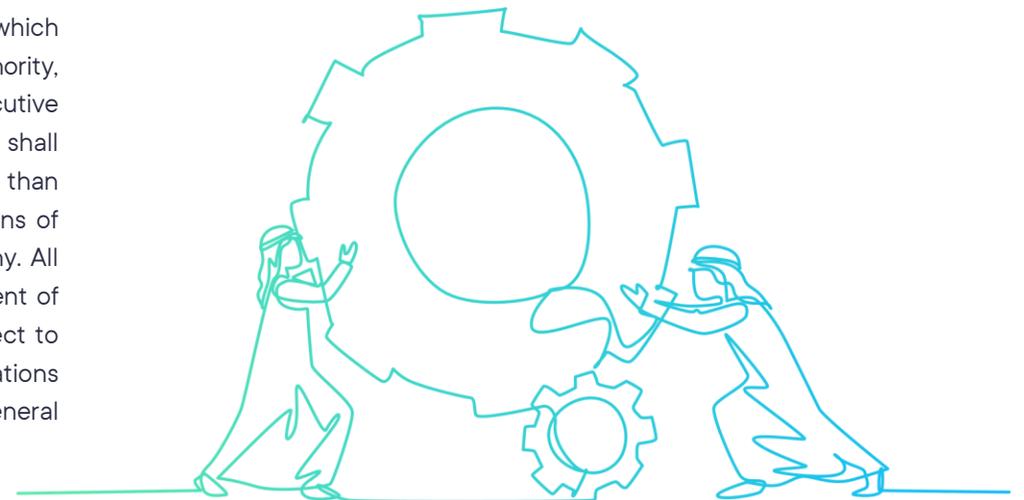
The Delegation of Authority delegates authority from the Board to executive management to execute certain:

- Contractual or other commitments;
- Expenditure, purchases; and
- Investments,

in each case below a specified maximum limit amount (in AED), beyond which approval of the Board is required. To give effect to the Delegation of Authority, the Board has granted a general Power of Attorney to the Chief Executive Officer, subject to the abovementioned maximum limit amount and which shall remain in force for the same duration at the Delegation of Authority. Other than the above Delegation of Authority there are no other standing delegations of authority from the Board of Directors to the management of the Company. All other powers, authorities and responsibilities in respect of the management of the Company are vested in the Board in accordance with the AoA, subject to those matters reserved under such AoA and/or applicable laws and regulations for the exclusive decision by the shareholders of the Company at the General Assembly of the Company.

The Board also provides guidance and direction to management through the following mandates that are regularly reviewed by the Board:

- The five-year strategic plan;
- Tabreed's policies;
- The annual budget;
- Key performance indicators; and
- Regular reporting against performance targets.



3.13 Shareholders' Rights

(Art. 48, 49, 50 and 51, Decision 3/2020)

The Board is committed to maintaining the highest standards in relation to recognition of shareholders' rights. This commitment is outlined in the Charter of the Board of Directors. To that end, Tabreed maintains an appropriately resourced shareholder communications function and has engaged the DFM and First Abu Dhabi Bank ("FAB") to assist with engagement of shareholders.

The purpose of each of the investor relations and shareholder communications functions as well as FAB's and the DFM's role is to ensure that shareholders receive all required financial reports and relevant information, that shareholders are notified of and attend General Assembly meetings, and that dividend payments, when approved, are provided to each shareholder on a timely basis.

The AoA sets out the shareholders' rights to information, voting, participation at meetings and information on candidates for Board positions.

3.14 Code of Conduct

(Art. 52, Decision 3/2020)

The manner in which the Company expects the Board, its employees, the auditors and the persons to whom specific duties are assigned to behave with respect to each other, the law, customers, suppliers, stakeholders and the community is articulated in the Tabreed Code of Conduct.



4. Board member transactions

The Company's Market Conduct and Trading Policy has rules governing the dealings by the Board members and their close family in Tabreed's securities. A fundamental restriction in place is that no Board member or Tabreed employee is allowed to trade in Tabreed securities during a blackout period. Blackouts occur over the periods when sensitive information is being developed or considered. The table below outlines the Board members' (and their immediate relatives') shareholdings and share transactions during 2022:

| Name | Position | Total shares held as of 31/12/2022 | Total shares bought | Total shares sold |
|--|---------------|------------------------------------|---------------------|-------------------|
| Khaled Abdulla Al Qubaisi | Chairman | 0 | 0 | 675,816 |
| Saeed Ali Khalfan Al Dhaheri | Board Member | 5,812,830 | 0 | 0 |
| Ahmed Ali Khalfan Al Dhaheri | Family Member | 0 | 1,000 | 57,321,403.31 |
| Ali Khalfan Al Dhaheri | Family Member | 20,391,240 | 0 | 0 |
| Paulo Almirante | Vice-Chairman | 0 | 0 | 0 |
| H.E. Dr Ahmad Belhoul Al Falasi | Board Member | 0 | 0 | 0 |
| Mohammed Al Huraimel Al Shamsi (Resigned on 31 Mar 2022) | Board Member | 0 | 0 | 0 |
| Dr. Musabbeh Al Kaabi | Board Member | 0 | 0 | 0 |
| Dr. Bakheet Al Katheeri (Appointed on 31 Mar 2022) | Board Member | 0 | 0 | 0 |
| Pierre Cheyron | Board Member | 0 | 0 | 0 |
| Frédéric Claux | Board Member | 0 | 0 | 0 |
| Anne-Laure de Chammard (Resigned on 31 Oct 2022) | Board Member | 0 | 0 | 0 |
| Claire Béchaux (appointed to the Board on 1 November 2022) | Board Member | 0 | 0 | 0 |

5. Formation of the Board

5.1. Board Composition

The following table outlines details of each Board member holding office during 2022 in terms of independence, executive position and term of office.

| Name | Position | Year of Appointment | Executive | Independent |
|---------------------------------|---------------|-----------------------|-----------|-------------|
| Khaled Abdulla Al Qubaisi | Chairman | 2009 | ✗ | ✗ |
| Paulo Almirante | Vice Chairman | 2017 | ✗ | ✓ |
| H.E. Dr Ahmad Belhoul Al Falasi | Member | 2017 | ✗ | ✓ |
| Mohammed Al Huraimel AlShamsi | Member | 2014 to March 2022 | ✗ | ✓ |
| Dr. Bakheet Al Katheeri | Member | March 2022 | ✗ | ✓ |
| Dr. Musabbeh Al Kaabi | Member | 2021 | ✗ | ✓ |
| Pierre Cheyron | Member | 2021 | ✗ | ✓ |
| Frédéric Claux | Member | 2017 | ✗ | ✓ |
| Anne-Laure de Chamard | Member | From 2021 to Oct 2022 | ✗ | ✓ |
| Claire Béchaux | Member | From Nov 2022 | ✗ | ✓ |
| Saeed Ali Khalfan Al Dhaheri | Member | 2017 | ✗ | ✓ |

During 2022, Tabreed Board of Directors had one female member, Anne-Laure De Chamard, on its Board of Director who served until 31 October 2022, and was succeeded by Claire Béchaux from November 2022, to complete the remaining term of her predecessor. The next Board election is scheduled to take place at the General Assembly to be held in 2023.

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- Irregularities in 2022
- Corporate social responsibility, code of conduct and local community development
- Sustainability, occupational health & safety, and quality
- General information

5.2. Elections and terms of office

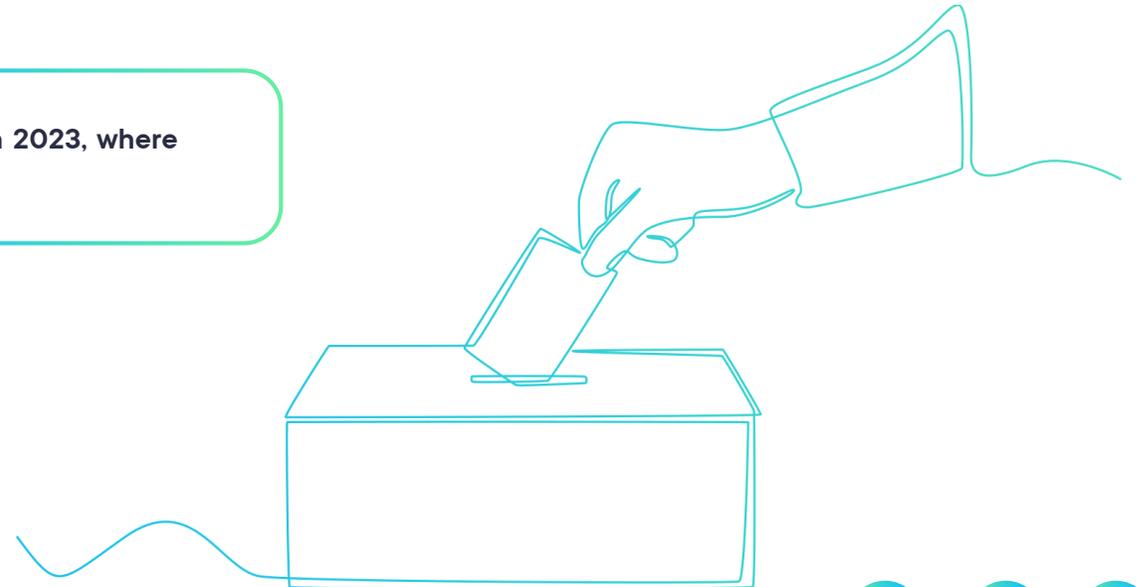
The General Meeting has the competence to elect and remove the members of the Board. In accordance with the AoA, the term of each Board member is three years. The Board members are elected by secret ballot. The Board of Directors elects the members of each of the Board committees and designates its Chairman.

On 31 March 2022 Mohammed Al Huraimel Al Shamsi resigned from the Board and subsequently was replaced by Dr. Bakheet Al Katheeri to complete the term of his predecessor. The appointment of Dr. Bakheet Al Katheeri was formally ratified before the General Assembly held on 12 September 2022.

On 31 October 2022 Anne-Laure de Chammard resigned from the Board and subsequently was replaced by Claire Béchaux from November 2022 to complete the term of her predecessor.

As per the Commercial Companies Law and Decision 3/2020 when a Board member resigns from his/her position, the Board of Directors appoints a member for the vacant position and such appointment shall be presented to the next General Assembly to approve such appointment or appoint another person. Accordingly, the appointment of Dr. Bakheet Al Katheeri was formally ratified at the General Assembly held on 12 September 2022.

The next Board Election is scheduled for March 2023, where shareholders will appoint a new Board.



5.3. CVs and other PJSC Board Memberships



Khaled Abdulla Al Qubaisi

Chairman, Non-Executive, Non-Independent

Khaled Al Qubaisi is the Chief Executive Officer of Real Estate and Infrastructure Investments at Mubadala. In this role he oversees the platform's business sectors which invest in attractive real estate and infrastructure opportunities to mitigate volatility and achieve financial stability in support of the organization's wider business ambitions in other sectors. The platform includes three sectors which are Traditional Infrastructure, Digital Infrastructure, and international Real Estate Investments.

Before joining Mubadala, Mr Al Qubaisi was the Chief Investment Officer at International Capital and was the Head of Corporate Finance and Business Development at the National Bank of Abu Dhabi, where he focused on developing the bank's investment banking capabilities.

Mr. Al Qubaisi sits on the boards of Abu Dhabi Global Market (ADGM), Connect Infrastructure Topco Limited (CityFibre), Emirates Integrated Telecommunications Company (du), and Insurance House. Mr. Al Qubaisi is also the Chairman of the National Central Cooling Company (Tabreed), Chairman of Finance House and Director of Abu Dhabi Motor Sports Management.

He holds a Master of Project Management (MSPM) degree from George Washington University, and a Bachelor's degree in finance and operations management from Boston University.



Paulo Almirante

Board Member, Vice Chairman, Independent

Paulo Almirante is currently Senior Executive Vice President in charge of the Global Business Unit Renewables, Global Energy Management and Nuclear Production activities, and is a member of ENGIE's Executive Committee.

He is a board member of several ENGIE group companies. He holds a Master of Science degree in Mechanical Engineering Production Management and a Master's degree in Mechanical Engineering Thermodynamics from the Instituto Superior Técnico in Lisbon, Portugal.



H.E. Dr Ahmad Bin Abdullah Humaid Belhoul Al Falasi

Board Member, Non-Executive, Independent

H.E. Dr Ahmad Belhoul Al Falasi has been Minister of Education since May 2022, taking ultimate responsibility for the prosperity and progression of the UAE's Education sector.

He also holds the position of Deputy Chairman at Emirates Development Bank, and has been First Vice of the National Olympic Committee since June 2021, as well as Chairman of the General Authority of Sports, which is responsible for plans, rules and regulations to organise and develop the sports sector in the country.

His previous roles include being Minister of State for Entrepreneurship and SMEs, Minister of State for Higher Education, Secretary-General of the Education and Human Resources Council, Chairman of the Federal Authority for Human Resources, Chairman of the UAE Space Agency, CEO of Masdar, Executive Director of Strategy and Tourism Sector Development at Dubai Tourism, Vice President of the Mubadala Industry Unit, and consultant for McKinsey & Company.

H.E. holds a PhD from Monash University, a master's degree from the University of Melbourne in Australia, and a bachelor's degree in Communication Engineering from Khalifa University in the UAE.



Dr. Bakheet Al Katheeri

Board Member, Non-Executive, Independent

Dr. Bakheet is the Executive Director of the UAE Industries unit within Mubadala's UAE Investments platform. The platform contributes to the acceleration of the UAE's economic transformation, and investing in national world class champions, fostering vibrant industrial and commercial clusters, and partnering with world-class global entities.

With over 20 years of diverse experience in the energy sector, Dr. Bakheet is a member of industry Boards and committees in the UAE including Cepsa, Oil Search, Mubadala Petroleum, and Emirates Global Aluminum.

Before joining Mubadala Dr. Bakheet held positions at Abu Dhabi National Oil Company (ADNOC), leading production and facilities engineering for five of its operating companies, covering all offshore operators in Abu Dhabi.

Dr. Bakheet holds a BSc degree in Petroleum Engineering and applied Mathematics from the University of Tulsa (Oklahoma, USA) and MSc in Environmental Science from UAE University. He also holds an Executive MBA from HCT, UAE, and a Doctorate of Business Administration from the College of Business and Economics, UAE University.



Musabbeh Al Kaabi

Board Member, Non-Executive, Independent

Musabbeh Al Kaabi is the Chief Executive Officer of Mubadala's UAE Investments platform and a member of the Investment Committee.

As a sovereign investor generating sustainable financial returns for Mubadala's portfolio spans six continents with interests in multiple sectors and asset classes, Musabbeh is responsible for its UAE-led platform investment strategy across energy, metals, aerospace, technology, healthcare, real estate and infrastructure, contributing to the acceleration of the UAE's economic transformation, the development of homegrown world class champions, the fostering of vibrant industrial and commercial clusters, and engaging with global partners.

As a multi-sector expert, Musabbeh currently serves Chairman of the Board of Mubadala Energy, and Yahsat. He is the Vice Chairman of Masdar, and Mubadala Health. In 2020, he was appointed to the board of Emirates Global Aluminium, the world's largest 'premium aluminium' producer and the biggest industrial company in the UAE outside oil and gas. Musabbeh is also a board member of the UAE International Investors Council, Tabreed, a UAE-based regional utility leader, and First Abu Dhabi Bank, a leading bank in the country. Musabbeh Al Kaabi holds a Bachelor of Science degree in Geophysical Engineering from Colorado School of Mines and a Master of Sciences in Petroleum Geoscience from Imperial College, London.



Pierre Cheyron

Board Member, Non-Executive, Independent

Pierre Cheyron is the Chief Development and Strategy Officer of ENGIE Energy Solutions and member of the operational executive committee of ENGIE.

Until 2020, Pierre was the CEO of ENGIE Southeast Asia, leading one of the fastest growing key business clusters in the Asia-Pacific organisation towards Zero-Carbon Transition by delivering integrated solutions to its customers.

Pierre joined ENGIE in 2011 as CEO of Cofely Southeast Asia, and then overseeing all Service activities of ENGIE in the Asia-Pacific region from 2015 to 2018. Prior to ENGIE, Pierre was with Alcatel-Lucent in various key management roles in Asia and Europe. He was appointed President of the Malaysian French Chamber of Commerce & Industry from 2011 to 2015 and is currently a member of the board with the French Chamber of Commerce in Singapore.



Claire Béchaux

Board Member, Non-Executive, Independent

Claire Bechaux began her career as an auditor of industrial groups at Deloitte. In 2000, she joined the Veolia Environmental Services division, where she held various financial positions in France and the United States.

In 2007, after 6 years in the United States, she joined Veolia's Finance and Treasury Department, where she notably worked on the structuring and reorganization of the function within the Group, and of which she took over the management in 2014.

Since 2018, as Chief Financial Officer for Veolia's global water treatment technology activities, Claire Bechaux has supported the strategic repositioning and transformation of this Business Unit.

Claire joined Engie in July 2022 as Chief Operating Officer for the Global Business Unit Energy Solutions. She is a member of the GBU ExCom

Claire Bechaux is a graduate of the Audencia Business School.



Frédéric Claux

Board Member, Non-Executive, Independent

Frédéric Claux is currently the Managing Director of Thermal & Supply for the AMEA region and the Country Manager for the GCC countries and Pakistan perimeter at ENGIE, with over 20 years of experience at the company.

He also serves as a board member of several power and water assets in the Middle East and of Tabreed.

He graduated from French civil engineering school École Nationale des Ponts et Chaussées and holds an MBA from HEC business school in Paris.



Saeed Ali Khalfan Al Dhaheri

Board Member, Non-Executive, Independent

Al Dhaheri is an executive Board member of Ali & Sons Holding LLC, where he serves on both the audit and the executive committees.

Moreover, Mr. Aldhaheri is a Managing Director of Investments, overseeing investments in both Real Estate and public & private equities as well as Venture Capital. He is a non-executive director of National Central Cooling Company (Tabreed) and Peninsula Real Estate Management.

His past experience includes working as an analyst for Abu Dhabi Investment Authority and earning a bachelor's degree in Finance from the American University of Dubai.

All Board members confirm the information provided herein, true and accurate.

We also confirm that no delegations or authorizations to any Board member or member of executive management were granted by the Board in respect of duties and functions of the Board of Directors during the year 2022.

5.4. Board Remuneration

The AGA may after setting aside 10% for the statutory reserve from the net profit of the Company, and the shareholder dividend of a maximum of 10% of the capital, approve a percentage of up to 10% of the net profits to remunerate the Board of Directors.

Remuneration paid to the Board members, in aggregate, in 2022 and recommended to be paid in 2023, are as follows:

| Sitting Fees and Remuneration | AED |
|---|-----------|
| Remuneration for 2021 paid in 2022 after approval at last AGA | 8,550,000 |
| Board and Committees sitting fees for 2022 recommended for payment in 2023 | 0 |
| Remuneration recommended for 2022 to be paid in 2023 after approval at next AGA | 8,550,000 |

Other than the remuneration recommended for 2023 and referred to above, no other allowances, salaries or additional fees are to be paid to any Board member by Tabreed for 2022.

5.5. Board Meetings in 2022

The Board held 4 meetings in 2022 on the dates set out below:

- 14 February
- 11 May
- 26 July; and
- 14 November

The following table shows the attendance of each member, or proxy, for the period in which they were elected to the Board:

| Meeting Number | Number of Attendees (out of 9) | Meeting Date in 2022 | Absence or proxy attendance |
|----------------|--------------------------------|----------------------|---|
| 1 | 9 | 14 Feb | No proxy attendance or absence |
| 2 | 7 | 11 May | Proxy from Dr. Belhoul Ahmed to the Chairman Apology from Pierre Cheyron |
| 3 | 8 | 26 Jul | Proxy from Dr. Bakheet Al Katheeri to Musabbeh Al Kaabi |
| 4 | 9 | 14 Nov | No proxy attendance or absence |

Each absence and proxy referred to above was acknowledged and the reasons for absence were accepted by the Chairman and the Board at the relevant meetings.

Tabreed Board held two meetings through circular resolutions during 2022 on the dates set out below:

- 31 March, approving the resignation of Mohammed Al Huraimel Al Shamsi from the Board of Directors and appointing Dr. Bakheet Al Katheeri as a new member of the Board; and
- 1 November, approving the resignation of Anne-Laure de Chammard from the Board of Directors 1 and appointing Claire Béchaux as a new member on the Board

In December 2022 the Board of Directors completed a board assessment questionnaire conducted by Hawkamah, with results presented back to the Board in the first quarter of 2023. Tabreed's ongoing collaboration with Hawkamah is an essential layer of support to the Board and the Board Secretary, ensuring that Tabreed remains up to date with the latest trends and practices amongst listed companies in the UAE and beyond.

5.6. Board Terms of Reference

In line with good practice and governance, the Board provides strategic direction to the management team. The Board provides this direction by working with management to establish:

- The appointment of the Chief Executive Officer and key executives;
- Tabreed policies - which outline the principles that the Board expect Tabreed to operate within;
- Board approved Delegation of Authority setting out the levels of approvals required by the Board;
- Board approved strategic plans – with the growth, revenue and profit targets required by the Board and a reporting mechanism to feedback results;
- A strong risk management and internal control environment;
- The integrity of financial reporting;
- Proper disclosure and communication with shareholders; and
- A highly qualified and experienced senior management team.

Each element noted above contributes towards a balanced and effective internal control mechanism over Tabreed's activities which are, in turn, capable of being effectively monitored by the Board.

5.7. Related party transactions

- Tabreed was not a party to any related party transactions during 2022 based on the definition of "Related Parties" set out in Decision 3/2020.
- Tabreed did not enter into any transactions in 2022 which exceeded the value of 5% of the capital of the Company.

5.8. Executive Management

The Tabreed Corporate Governance Procedures Manual and the Board approved Delegation of Authority clearly outline the role that the Board requires from Tabreed's management. Management's primary responsibilities cover the oversight of the day-to-day operations of Tabreed's business, strategic planning, budgeting, financial reporting and risk management.

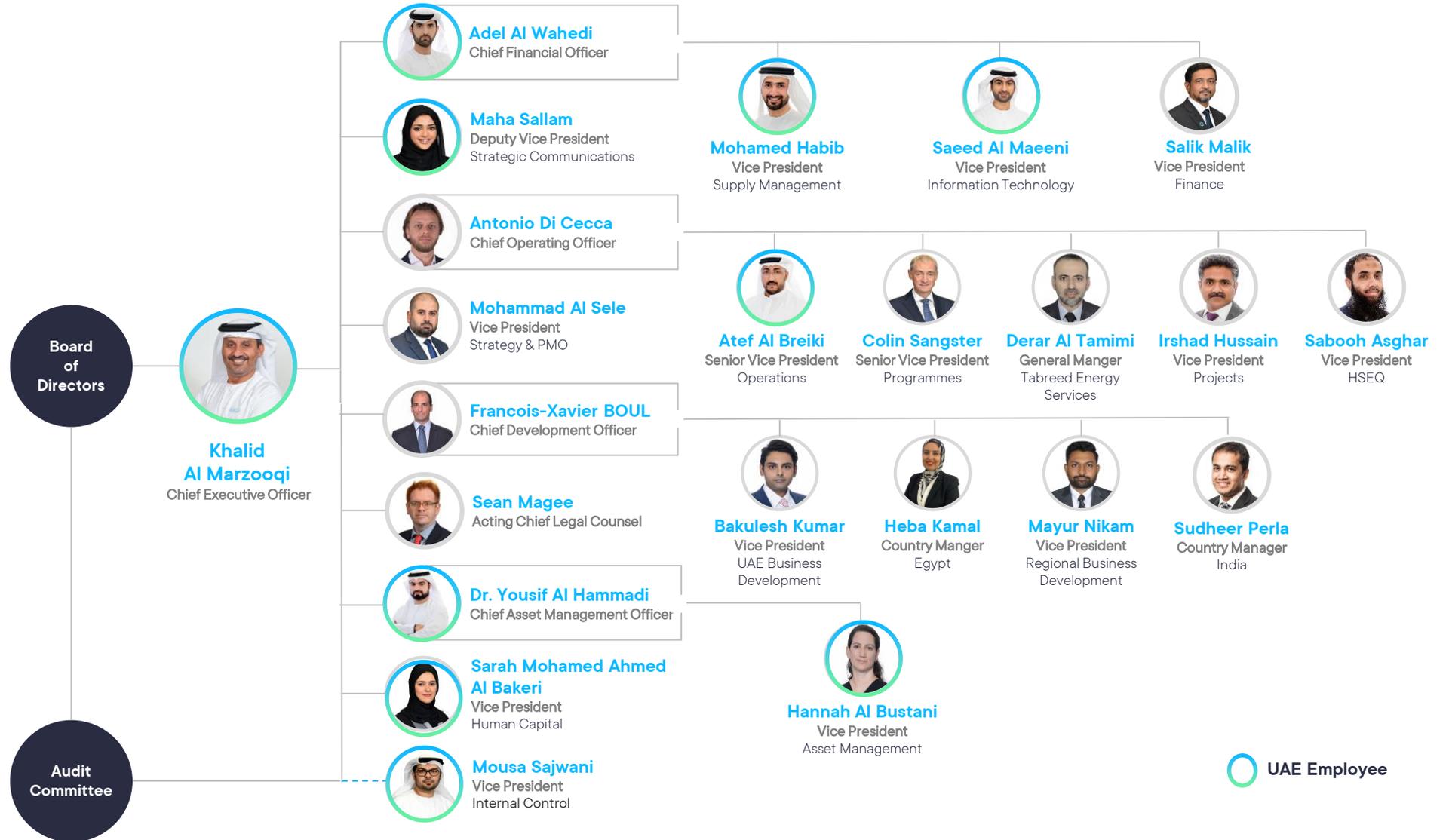
Executive management consists of five Chief Officers. These positions together with other management positions, the incumbents, dates of appointment and remuneration received (or accrued) in 2022 (in AED) are outlined below, followed by the organisational chart.

| Position | Fulfilled by | Appointment | 2022 Salary & Allowances (AED) | 2022 Bonus (AED) |
|--|-------------------------------|--|--------------------------------|------------------|
| Chief Executive Officer | Khalid Al Marzooqi | 2021 | 3,036,662 | 1,015,793 |
| Chief Financial Officer | Adel Al Wahedi | 2020 | 2,487,182 | 676,821 |
| Chief Legal Counsel | Hamish Jooste | 2011 to May 2022 | 530,843 | 563,798 |
| Acting Chief Legal Counsel | Sean Magee | May 2022 (as ACLC, previously General Legal Counsel) | 642,008 | 159,443 |
| Chief Operating Officer | Antonio Di Cecca | 2022 | 1,213,059 | - |
| Chief Development Officer | François-Xavier Boul | 2017 | 1,487,702 | 566,841 |
| Chief Asset Management Officer | Dr. Yousif Al Hammadi | From Dec 2022 | 175,003 | - |
| Vice President - Human Capital | Sarah Mohamed Ahmed Al Bakeri | 2020 | 1,274,831 | 184,992 |
| Vice President - Internal Control | Mousa Sajwani | 2020 | 1,320,808 | 132,081 |
| Managing Director – DDCP | Dr. Yousif Al Hammadi | 2014 to Nov 2022 | 1,901,038 | 429,645 |
| Vice President - Strategic Communications | Souad Al Serkal | 2018 to March 2022 | 86,915 | 136,944 |
| Deputy Vice President - Strategic Communications | Maha Sallam | From July 2022 | 555,319 | - |
| Vice President - Supply Chain Management | Mohamed Habib | 2019 | 1,361,409 | 198,420 |
| Senior Vice President - Operations & Maintenance | Atef Al Breiki | 2018 | 1,834,496 | 286,685 |
| Vice President – HSEQ | Sabooh Asghar | 2014 | 844,662 | 130,040 |
| Managing Director - Tabreed Energy Services | Alastair Mulligan | 2009 to Jun 2022 | 681,586 | 255,796 |
| Senior Vice President - Regional Asset Management & Value Chain Business | Colin Sangster | 2020 to Jul 2022 | 1,223,279 | 139,831 |
| Vice President - Asset Management | Hannah Al Bustani | Jul 2020 | 1,312,839 | 208,852 |
| Vice President – Projects | Irshad Hussain | 2004 | 1,003,580 | 124,396 |
| Senior Vice President - Finance | Richard Rose | 2014 to Mar 2022 | 357,551 | 258,001 |
| Vice President – Finance | Salik Malik | Mar 2022 (as VP Finance) | 653,745 | 102,496 |
| Vice President – Information Technology | Saeed Al Maeni | 2020 | 1,451,216 | 226,523 |
| Vice President - Regional Business Development | Faisal Tahir | 2020 to Mar 2022 | 158,929 | 247,697 |
| Vice President - Business Development | Mayur Nikam | From Jul 2022 | 310,000 | - |
| Vice President - Strategy and PMO | Mohammed AlSele | 2021 | 900,000 | - |
| Vice President - UAE Business Development | Bakulesh Kanakia | 2021 | 951,707 | 106,023 |

5.9 Organisational Chart



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UAE Employee



6. External Auditor

Ernst & Young (“EY”) were appointed as External Auditors for Tabreed at the Annual General Assembly on 20 March 2022 for a one-year term. Tabreed selected EY as the successful applicant pursuant to a competitive tender process issued by Tabreed in 2021 in respect of the auditing services mandate. Three major audit firms participated in the competitive process.

The E&Y Abu Dhabi office was opened in 1966 and has over 280 professionals, including six resident partners. E&Y are a leading practice offering a wide range of services, including Audit, Business Advisory Services, Business Community Training, International Taxation, Business Risk Services/Internal Audit and Technology & Security Risk Services to a client base including conventional and Islamic banks and financial institutions, oil and gas majors, utilities and manufacturing firms from both the government and private sector.

The scope of the audit for the 2022 financial year, as outlined in their engagement plan, was to:

- Provide an audit opinion on the annual consolidated financial statements in accordance with International Financial Reporting Standards;
- Provide an audit opinion on the financial statements of all subsidiaries and associates of Tabreed in accordance with International Financial Reporting Standards; and
- Provide a review of quarterly interim condensed consolidated financial statements in accordance with International Accounting Standard (IAS) 34.

The following table outlines the audit annual and quarterly related fees for Tabreed group companies for 2022:

| External Auditor | EY |
|---|--|
| Number of Years as External Auditor | 1 |
| Total audit fees for 2022 | AED 1,007,000 |
| Number of years the Partner of the External Auditor audited the Company | 1 |
| Fees for additional work in 2022 | Nil |
| Nature of additional work | Nil |
| Audit fees for additional work done in 2022 by auditors other than those appointed by Tabreed | Nil |
| Name of partner auditor | Raed Ahmed (registered auditor number 811) |

Tabreed’s external auditors did not make any qualified opinion for the interim and annual financial statements for 2022.

7. Audit Committee

The role of the Audit Committee is outlined in the Board approved Charter of the Audit Committee and includes:

- Providing advice to the Board on the contracting of an External Auditor and ensuring that the External Auditor fulfils its contractual and professional obligations
- Reviewing and endorsing the quarterly and annual accounts after consideration of accounting policies and standards, assumptions and judgements, compliance with laws and any significant or unusual matters;
- Continually assessing the systems for internal control and risk management;
- Considering the findings of the external Auditor and making recommendations on those findings;
- Developing procedures which allow employees to raise matters of concern regarding internal control or financial reports; and
- Reporting to the Board on activities of the Audit Committee.

The following table outlines the membership of the Audit Committee during 2022:

| Member | 2022 Term | Role | Status |
|--------------------------------|-----------------------|----------|----------------------------|
| Mohammed Al Huraimel Al Shamsi | From 1 Jan to 31 Mar | Chairman | Independent, Non-Executive |
| Dr. Bakheet Al Katheeri | From 31 Mar to 31 Dec | Chairman | Independent, Non-Executive |
| Frédéric Claux | From 1 Jan to 31 Dec | Member | Independent, Non-Executive |
| Saeed Ali Khalfan Al Dhaheri | From 1 Jan to 31 Dec | Member | Independent, Non-Executive |

Mohammed Al Huraimel Al Shamsi who succeeded by Dr. Bakheet Al Katheeri Chairmen of the Audit Committee during 2022, acknowledged their responsibility for the Audit Committee system in Tabreed, review of its working mechanisms and ensuring its effectiveness.

The Audit Committee met 4 times, on the following dates, during 2022:

- 10 February;
- 10 May;
- 26 July; and
- 11 November.

The following table shows the attendance of each member for 2022:

| Member | Meetings invited to attend in 2022 | Attendance in person | Absence |
|------------------------------|------------------------------------|----------------------|---------|
| Mohammed Al Shamsi | 1 | 1 | - |
| Dr. Bakheet Al Katheeri | 3 | 2 | 1 |
| Frédéric Claux | 4 | 4 | - |
| Saeed Ali Khalfan Al Dhaheri | 4 | 4 | - |

Note: Committee members did not receive any fees for attending the meetings that serve the committee of which they are members.

8. Nomination and Remuneration Committee

The role of the Nomination and Remuneration Committee (“NRC”) is to assist the Board in the efficient management of compensation and general human resources management. The key responsibilities of the NRC are outlined in the Board-approved Charter of the NRC and include:

- Verifying the ongoing independence of the independent members of the Board;
- Regulating and overseeing nomination to the membership of the Board;
- Setting and reviewing Tabreed’s human resources policies and procedures;
- Formulating and reviewing, on an annual basis, the framework and broad policy for granting remuneration, terms of employment and any changes, benefits, bonuses, pensions, allowances, gratuities, early retirement and redundancy made to or given to Tabreed’s employees, senior management, as well as compensation for Tabreed’s Chairman and Board of Directors;
- Ensuring that suitable succession plans are in place at senior executive levels; and
- Reviewing and approving the hiring and termination of senior management staff.

The following table outlines the membership of the NRC during 2022:

| Member | 2022 Term | Role | Status |
|---|------------------------|----------|----------------------------|
| H.E. Dr Ahmad bin Abdullah Humaid Belhoul Al Falasi | From 1 Jan to 31 Dec | Chairman | Independent, Non-Executive |
| Dr. Bakheet Al Khatheeri | From 1 Jan to 31 Dec | Member | Independent, Non-Executive |
| Anne-Laure de Chamard | From 1 Jan to 31 Oct | Member | Independent, Non-Executive |
| Pierre Cheyron | From 1 Nov till 31 Dec | Member | Independent, Non-Executive |

H.E. Dr Ahmad bin Abdullah Humaid Belhoul Al Falasi, Chairman of the NRC Committee, acknowledges his responsibility for the NRC Committee system in Tabreed, review of its working mechanisms and ensuring its effectiveness.

The NRC met 4 times, on the following dates during 2022:

- 14 February;
- 22 April,
- 11 October; and
- 10 November.

The following table shows the attendance of each member for the period in which they were elected to the NRC:

| Member | Meetings invited to attend in 2022 | Attendance in person | Proxy attendance |
|--------------------------------|------------------------------------|----------------------|------------------|
| Mohammed Al Huraimel Al Shamsi | 2 | 2 | |
| Dr Bakheet Al Katheeri | 2 | 1 | 1 |
| Frédéric Claux | 5 | 5 | |
| Saeed Ali Khalfan Al Dhaheri | 5 | 5 | |

Note: Committee members did not receive any fees for attending the meetings that serve the committee of which they are members.

9. Other Committees Approved By the Board

9.1 Finance Committee

The duties of the Finance Committee are outlined below:

- review and endorse the Company’s five year business plans, annual budgets and capital plans, including providing input into performance targets for management;
- review and endorse all investments and commitments in excess of the authority delegated to the Chief Executive Officer;
- track and monitor company financial performance and financial health including providing input into performance reviews for the Company;
- review the financial funding plan of the Company to ensure its adequacy and soundness in providing for the Company’s operational and capital requirements, and recommend to the Board, changes in capital structure as need be, including review of the Company’s debt and equity structure;
- review and make recommendations concerning the Company’s dividend policy;
- review proposed major financing activities;
- review the investment strategies for the Company’s cash balances; and
- review, monitor and recommend action on financial risk management including hedging of currency, commodity price and interest rate risk.

The following table outlines the membership of the Finance Committee during 2022:

| Member | 2022 Term | Role | Status |
|--------------------------------|-----------------------|----------|----------------------------|
| Mohammed Al Huraimel Al Shamsi | From 1 Jan to 31 Mar | Chairman | Independent, Non-Executive |
| Dr. Bakheet Al Katheeri | From 31 Mar to 31 Dec | Chairman | Independent, Non-Executive |
| Frédéric Claux | From 1 Jan to 31 Dec | Member | Independent, Non-Executive |
| Saeed Ali Khalfan Al Dhaheri | From 1 Jan to 31 Dec | Member | Independent, Non-Executive |

Mohammed Al Huraimel Al Shamsi succeeded by Dr. Bakheet Al Katheeri Chairmen of the Finance Committee, acknowledge their responsibility for the Finance Committee system in Tabreed, review of its working mechanisms and ensuring its effectiveness.

The Finance Committee met 5 times, on the following dates, during 2022:

- 7 February;
- 9 March;
- 9 May;
- 22 July; and
- 8 November.

The following table shows the attendance of each member for the period in which they were elected to the Finance Committee:

| Member | Meetings invited to attend in 2022 | Attendance in person | Proxy attendance |
|--------------------------------|------------------------------------|----------------------|------------------|
| Mohammed Al Huraimel Al Shamsi | 2 | 2 | |
| Dr Bakheet Al Katheeri | 2 | 1 | 1 |
| Frédéric Claux | 5 | 5 | |
| Saeed Ali Khalfan Al Dhaheri | 5 | 5 | |

Note: Committee members did not receive any fees for attending the meetings that serve the committee of which they are members.

9.2 The Projects Committee:

The duties of the Projects Committee are outlined below:

- review Tabreed’s HSE performance and make recommendations as appropriate;
- review policies and procedures related to projects and procurement;
- review project ideas and conceptual studies;
- review new cooling technologies and related feasibility studies scope, conclusion and recommendations; and
- review the major delivery aspects of all new projects, including scope of work, execution strategies, selection of bidders, key project management items, material contractual activities, changes in regulations or new regulations, policies, guidelines and other developments legal framework which could have a material impact on the Company’s performance.

The following table outlines the membership of the Projects Committee during 2022:

| Member | 2022 Term | Role | Status |
|-------------------------|-----------------------|----------|----------------------------|
| Pierre Cheyron | From 1 Jan to 31 Dec | Chairman | Independent, Non-Executive |
| Dr. Bakheet Al Katheeri | From 1 Jan to 31 Dec | Member | Independent, Non-Executive |
| Christophe Dedet | From 15 Jun to 31 Dec | Member | Independent, Non-Executive |

Pierre Cheyron Chairman of the Projects Committee, acknowledges his responsibility for the Projects Committee system in Tabreed, review of its working mechanisms and ensuring its effectiveness.

The Projects Committee met 4 times on the following dates, during 2022:

- 23 March;
- 15 June;
- 14 September; and
- 8 December.

The following table shows the attendance of each member for the period in which they were elected to the Finance Committee:

| Member | Meetings invited to attend in 2022 | Attendance in person | Proxy attendance |
|-------------------------|------------------------------------|----------------------|------------------|
| Pierre Cheyron | 4 | 3 | - |
| Dr. Bakheet Al Katheeri | 4 | 3 | 1 |
| Christophe Dedet | 3 | 3 | - |

Note: Committee members did not receive any fees for attending the meetings that serve the committee of which they are members.

10. Insider Information and Dealings Committee

Pursuant to the requirements laid down in Decision 3/2020, Tabreed formed the Insider Information and Dealings Committee that regulates transactions and holdings of Tabreed shares by Board members and employees of Tabreed. The Insider Information and Dealings Policy was approved by the Board on 22 February 2017. Following approval by the Board of the policy, the Insider Information and Dealings Committee operated in accordance with the approved policy.

The following table shows the Committee members during 2022:

| Member | Date of appointment | Role |
|---------------|-------------------------|----------|
| Hamish Jooste | From 2017 till May 2022 | Chairman |
| Sean Magee | May 2022 | Chairman |
| Mousa Sajwani | February 2020 | Member |
| Richard Rose | From 2017 till Mar 2022 | Member |
| Salik Malik | April 2022 | Member |

During 2022 the committee maintained insider lists for various price sensitive matters and operated in accordance with the Market Conduct and Securities Trading Policy and the Insider Information and Dealings Policy.

Hamish Jooste was succeeded by Sean Magee as Chairman of the Insider Information and Dealings Committee in May 2022, who acknowledged their responsibility for the Insider Information and Dealings Committee system in Tabreed, review of its working mechanisms and ensuring its effectiveness.

Note: Committee members did not receive any fees for attending the meetings that serve the committee of which they are members.

11. Internal Control System

Pursuant to Article 50 of Decision 3/2020, Tabreed's Internal Control function has been established by the Board to provide independent, objective and authoritative advice as well as assurance over the internal control environment to the Board, Audit Committee and management, to assist them in discharging their functions and duties. The Board of Directors acknowledges responsibility for regularly reviewing the effectiveness of the Internal Control function of the Company.

The Internal Control function reports to the Board and operates under the stewardship of the Audit Committee. This enables the Internal Control function to operate in an independent and objective manner. The role of the Internal Control function is to assist management in meeting their responsibility to:

- Adopt a good practice governance model;
- Develop a strong internal control environment;
- Recognise and manage risks; and
- Comply with laws, regulations and policies.

The designated Internal Control Officer for 2021 was Mousa Sajwani who was appointed on 23 February 2020. Mousa has over 14 years of experience starting with Ernst & Young in which organizational skills and ethical standards were gained to ensure that audits are performed with the highest level of compliance and confidentiality. Mousa's industry journey also spans across multiple industries such as Oil & Gas, Regulatory and Utilities with experience in all part of Finance division in addition to Asset Management experience

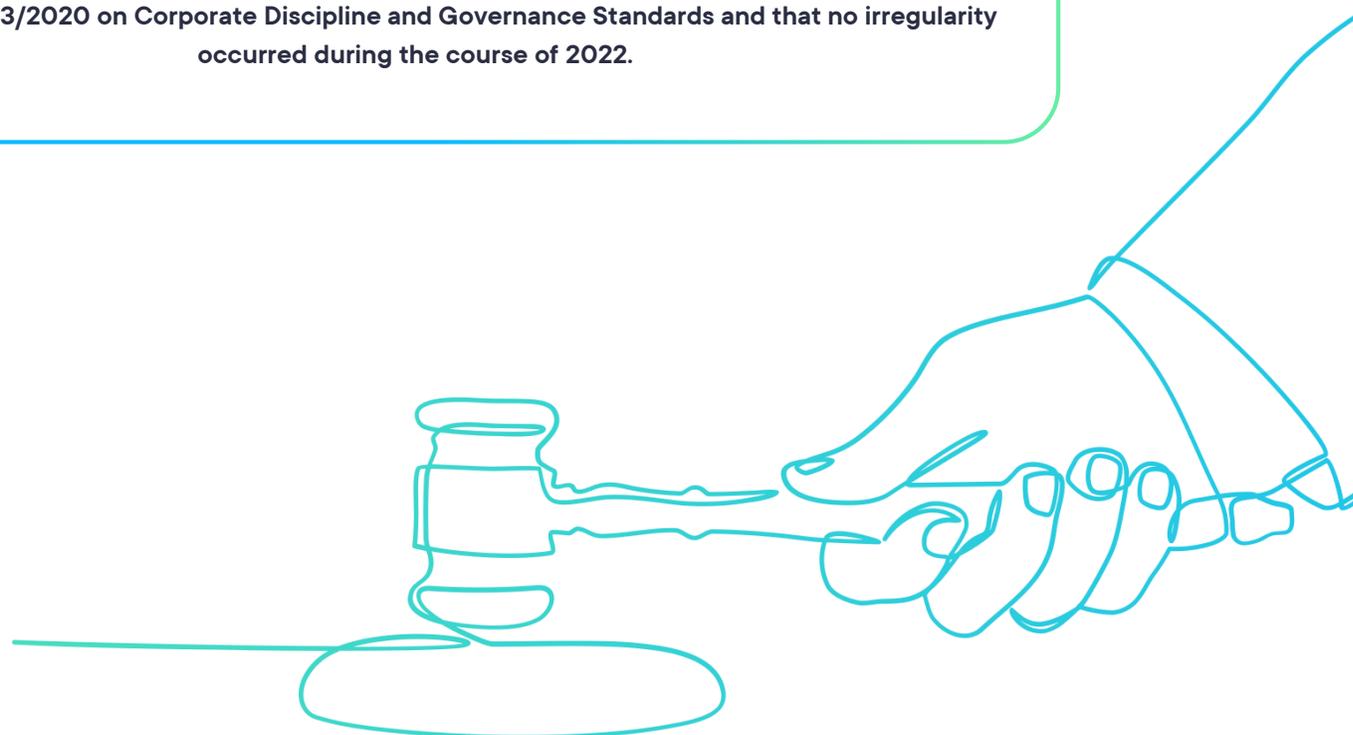
Sean Magee is the duly appointed Compliance Officer of the Company effective May 2022 and acknowledges his responsibility for the Internal Control function systems in Tabreed, review of its working mechanisms and ensuring its effectiveness.

The annual review of Internal Controls, as is required under Article 50 of Decision 3/2020, was completed by the Internal Control function and reported to the Audit Committee and to the Board for 2022. In addition, the Internal Control function issued 8 other reports to the Board covering Integration of Newly Acquired Assets with Tabreed Portfolio, Branding and Communications, Treasury and Cash Management, SAP Post Implementation Review (Phase 1), Contracts and Collections Management, Manpower Planning and Recruitment, Operations and Maintenance Tabreed Oman and Maintenance of Tabreed UAE and an annual internal controls review for 2022.

The Board met its internal control responsibilities in 2022 by reviewing presentations on risk management, discussing control issues at Board meetings and reviewing the detailed reports from Board Committees, and found that the internal control environment was satisfactory for 2022. During 2022, [the Company did not face any major issue requiring disclosure in any report or to the market.](#)

12. Irregularities in 2022

Except as otherwise specifically stated elsewhere in this report, Tabreed confirms that it is compliant with Decision 3/2020 on Corporate Discipline and Governance Standards and that no irregularity occurred during the course of 2022.



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13. Corporate Social Responsibility: Code of Conduct and Local Community Development

Tabreed's approach to corporate social responsibility involves adopting business practices that, in addition to being compliant with applicable legal and regulatory requirements, are based on ethical values and respect for the immediate community and stakeholders of the Company (being employees, customers, partners, investors, suppliers, vendors, government and the environment).

Tabreed is also conscious about its overall social impact and understands the increasing expectations of its stakeholders in relation to how Tabreed conducts its business. Consequently, Tabreed chooses to be socially responsible and to contribute as a sustainable business to positively impact the wider community.

In light of the above, Tabreed has developed a Code of Conduct which sets out internal rules and requirements for:

- Improper payments;
- Market misconduct;
- Prevention of fraud, and money laundering;
- Entertainment and gifts;
- Working with stakeholders, suppliers and government;
- Serving the community; and
- Sustainability and corporate social responsibility.

Tabreed's Code of Conduct sets out the framework, values, principles and standards by which we expect all our employees to abide when dealing with vendors, customers, contractors and other external stakeholders, as well as when dealing with colleagues, affiliates, subsidiaries and internal departments.

In 2022, all Tabreed employees and Board members were required to complete an annual declaration confirming compliance against the Code of Conduct, disclosing any matters of potential non-compliance to the Tabreed compliance team for its review and consideration. This is a practice undertaken annually in addition to quarterly updates requested from Board members through the year and requests for ongoing reporting from employees to be made throughout the year.

Tabreed maintained in 2022 a dedicated, anonymous whistleblowing hotline which is available to Tabreed staff to make declarations on possible breaches of code of conduct or other unacceptable behaviour within the company. Communications to staff have emphasised that the hotline is run by an independent operator and disclosures can be made anonymously and disclosures will be passed to the Compliance team for its review.

The Tabreed Compliance team maintains on an annual and regular basis the online training for all Tabreed corporate staff on the subjects of Anti Bribery and Corruption. Participation reached 100% was recorded via the online Navex Global delivery platform.

13.1. Ideas@Tabreed

In line with Tabreed drive for excellence, Ideas@Tabreed initiative was launched in 2020, with an objective to stimulate a culture of ownership and engagement, build team spirit and drive continuous improvement.

Great contributions were seen since the launch of this platform led to implementation of a number of initiatives resulted in significant benefits helped boost employees' performance, productivity and better collaboration, in addition to optimization of operational and organizational processes, to name only a few. This encouraging trend will continue as we navigate the journey of continuous improvement.

13.2. Tabreed Cares

The "Tabreed Cares" campaign was introduced in 2020 as a continuous, long-term CSR campaign, broadcasting the Company's efforts across its operations. The "Tabreed Cares" slogan is intended to be used in our online broadcasting of the initiatives undertaken by the Company, to showcase Tabreed's role as a socially conscious and active company.

The current initiatives being undertaken revolve around the impact of the Covid-19 pandemic, and these include:

- A partnership with the SAAED association, the Emirates Red Crescent, and the Ministry of Interior in an initiative titled "Your families are ours" which sees Tabreed offer a substantial donation to provide support for families across the UAE that have been impacted by the Covid-19 pandemic.
- A partnership with Opal (Oman Society for Petroleum Services), a non-profit member association in the Sultanate of Oman, in addition to the Oman Ministry of Health, to support in funding the testing of Covid-19 in the country.
- A strategic collaboration with Bahrain's Royal Humanitarian Foundation (RHF) and taking part in the national "Feena Khair" initiative by providing financial support in Bahrain to help combat the effects of the coronavirus pandemic.

13.3. Student Internships

Tabreed's Internship Program (TIP) is designed to give undergraduate UAE National students an opportunity to complement their formal education with career-related experiences. Tabreed support internship programs as they help prepare students to work effectively in the business world upon graduation. Gaining real world experience helps interns to make more informed career choices which will result in higher job satisfaction and productivity.

The internship program, available to Emirati students in their third or final year of study, will cover a variety of functions including Engineering, Finance and Accounting, Communications, Human Capital, and Business Development.

13.4. Plant visits

New Joiner Employees are invited to tour our plants amongst their joining. Plant visits will give insights on the operations of district cooling plants. Al Reyadah Program.

Tabreed has implemented a development programme to further develop the skills of UAE National employees to accelerate their contribution to Tabreed's performance-driven culture by creating alignment between the company goals and employee performance, which includes a development program with specific and measurable milestones to monitor professional development to ensure employees are being effectively developed and trained to take on increasingly senior roles within the organization.

13.5. Work-Experience

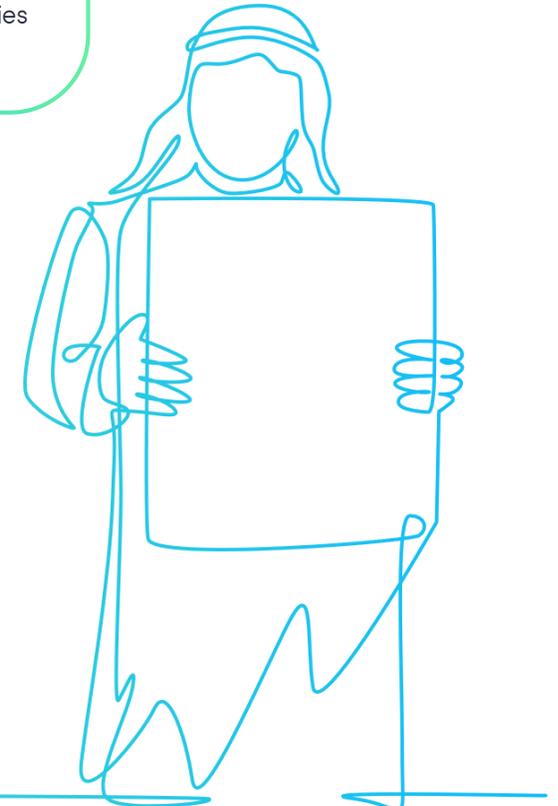
Tabreed acknowledges the importance of work-experience to job seekers. Tabreed accepts a responsibility to provide a meaningful work-experience as an opportunity for participants to gain an understanding of the requirements of the occupational areas of the Company in which they are placed.

13.6. Sponsorship

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Tabreed invests in the aspiring youth of the Country as a service to the local community and part of its Corporate Social Responsibility mandate. Through Tabreed's Sponsorship Program, talent pools will be identified as the potential future workforce of the Company.

The Company attracts UAE national Students to work with Tabreed by providing a sponsorship with one of the granted local (UAE) based Accredited Universities and Technical Colleges.



14. Sustainability, Occupational Health & Safety, and Quality

14.1 Sustainability

14.1.1 Environmental Management

The Company complies with all applicable UAE environmental laws and regulations and has received specific permits from the UAE Environment Agencies in each applicable Emirate. In relation to effluent water release and emissions into the air:

- Environmental reporting on as required basis to Dubai Municipality for all Tabreed's plants located in Dubai; and
- Obtaining permits for plant effluent water release from Environmental Agency Abu Dhabi (EAD) after undertaking to control certain parameter requirements such as acidity, turbidity and conductivity of the effluent.

14.1.2 Go Green Initiative

Go Green is an initiative to support Tabreed's efforts on sustainability with a keen focus on the reduction of its environmental impact. A core element of this initiative is reduction in the amounts of resources consumed which will consequently reduce waste generated by the Company.

- **Secure printing initiative:** decrease in the number of printers (group and standalones) with the implementation of secure card operated printers for increased security and usage efficiency.
- **Digital signature initiative:** adopted paper-free, fast and secure processes to send, sign, and approve documents.
- **Paperless project site initiative:** Tabreed's Projects department identifies sites for paperless transactions; an action plan is set and achieved to reduce paper usage by a certain percentage at these sites.
- **Plastic bottles initiative:** usage of plastic water bottles has been stopped, dispensers along with biodegradable paper cups placed, and refillable, sanitized metal water bottles were provided.

14.1.3 Waste Management

Tabreed continued to comply with relevant UAE federal/local authorities by enforcing its Waste Management Reduction Plan that applies to all its plants, project sites and offices, with the key objectives to protect the environment and minimize/reduce waste materials through prudent waste management program.

14.1.4 United Nations Sustainable Development

In addition, we are working to align our business strategy with the United Nations (UN) Sustainable Development Goals ("SDGs"). As a member of the "Cool Coalition" steering committee - a United Nations initiative - we have supported the UN SDGs since their inception. So far, we have set aggressive goals that align to the objectives and targets of several SDGs.

Sustainability is at the core of Tabreed's operations. It reflects the company's commitment to energy efficiency and to the environment, to its customers and to the sustainable socio-economic development of the region. They guide our day-to-day work, environmental and governance practices as well as our social.

14.2 Focus on Occupational Health and Safety

Health, safety, and environment or HSE is the cornerstone of our operations and an integral part of business planning and strategic goal setting.

14.2.1 Leadership & Commitment:

- Top management is fully committed to HSE with direct reporting line to the COO
- HSE performance reporting is done to the Board of Directors on monthly basis
- HSE steering committee comprises HSEQ, Operations, Projects, and Supply Chain departments
- Multiple plant and site visits performed each year by Chiefs, VPs, and senior management
- Management Review is done on regular basis to ensure continual improvement
- Compliance to regulatory authorities (NCEMA, OSHAD, DM, HAAD, TADWEER, and EAD etc.)

14.2.2 IMS Policy:

Key aspects of the IMS policy are as follows:

- Integrate Quality, Energy Management and Business Continuity with OH&S and Environment.
- Conduct business in socially responsible manner.
- HSEQ is a key consideration in business planning and decisions.
- Comply with all regulations and industry best practices.
- Ensure all employees are trained and motivated to adopt and develop HSE culture.
- Seek continuous improvement in HSE and quality performance.

14.2.3 Certifications and Awards:

Recipient of the latest revisions of the ISO certifications:

- ISO9001:2015 for Quality Management Systems
- ISO14001:2015 for Environment Management Systems
- ISO45001 2018 for Occupational Health and Safety Management Systems
- ISO50001:2018 for Energy Management Systems – the first DC company in the region to have done so.

Also, the first DC company in the region to have received:

- Clean Energy Management (CEM)'s Energy Insight Award
- Big Project ME Awards for excellence in HSE
- SKEA Award

14.2.4 Implementation and Performance:

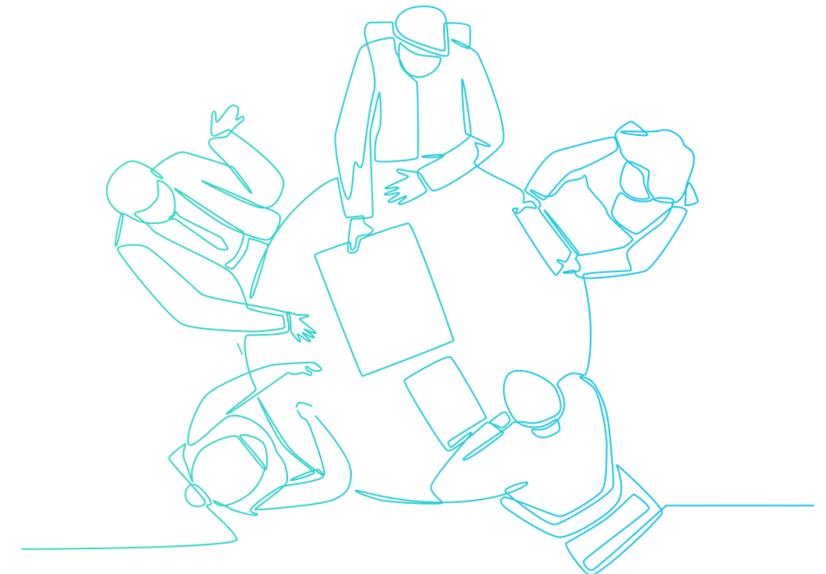
- HSE aspects integrated at project conceptual / design stages.
- Development of Tabreed’s HSEQ and Energy Management manual.
- Regular HSE trainings and awareness programs to enhance HSE readiness.
- Robust Permit to Work (PTW) system.
- Frequent Regular internal and external HSEQ audits to ensure compliance to ISO standards, UAE regulations (OSHAD, DM, etc.) and international standards
- Action tracking system for effective monitoring of HSE performance, objectives and KPIs.
- 16.5 million man-hours without any major injuries.
- Go-Green Initiative to support environment and sustainability.
- Robust behavioural-based safety (BBS) program to ensure compliance with HSE culture.
- Innovative ideas to strengthen HSE culture, such as HSE Walls, Electronic Display Screens, and Black-White Points System to enhance contractor management.
- COVID-19: pragmatic approach to ensure Tabreed-wide compliance to established SOPs. Tabreed’s efforts have not only helped us stay safe during the pandemic but also achieve UAE-wide recognition, such as getting shortlisted for Gulf Sustainability Award.

14.3 Enterprise Quality Management (EQM):

Tabreed is certified under ISO9001:2015 and integrates its QMS with other management systems, such as ISO45001 (OH&S), making it ever more essential to ensure sound integration while documenting and implementing the quality management program across the organization.

To ascertain sustained Business Excellence Tabreed has endeavoured on EQM, an organization-wide Total Quality Management program with the following core objectives:

- Providing insight on quality management functions by Tabreed HSEQ and other departments and mapping them against the essential clauses from ISO9001, 9004 and the SKEA (Sheikh Khalifa Excellence Award) model.
- Finding discrepancies in existing quality management efforts.
- Continue to improve to overcome such discrepancies.
- Integration on a unified platform all the quality efforts.



15. General Information

15.1 Share Price

The following table presents the highest and lowest share price for each month during 2022 showing the market index and sector index as of 31 December 2022:

| | Share Price (AED) | | Market Index | Sector Index | Closing Price | Share Performance | |
|-----------|-------------------|--------|--------------|--------------|---------------|-------------------|-----------|
| | Highest | Lowest | | | | VS Market | VS sector |
| January | 2.57 | 2.48 | 3,203.08 | 714.81 | 2.52 | -0.62% | 0.73% |
| February | 2.57 | 2.43 | 3,354.64 | 712.35 | 2.48 | -6.32% | -1.24% |
| March | 2.67 | 2.46 | 3,526.60 | 730.14 | 2.48 | -5.13% | -2.50% |
| April | 2.49 | 2.42 | 3,719.63 | 689.13 | 2.46 | -6.28% | 4.81% |
| May | 2.6 | 2.31 | 3,347.24 | 639.69 | 2.6 | 15.70% | 12.86% |
| June | 2.82 | 2.56 | 3,223.29 | 632.17 | 2.74 | 9.09% | 6.56% |
| July | 2.84 | 2.69 | 3,337.96 | 637.18 | 2.79 | -1.73% | 1.03% |
| August | 2.88 | 2.67 | 3,443.11 | 642.20 | 2.86 | -0.64% | 1.72% |
| September | 3.36 | 2.78 | 3,339.15 | 627.15 | 2.82 | 1.62% | 0.95% |
| October | 3.4 | 2.8 | 3,331.76 | 612.09 | 3.18 | 12.99% | 15.17% |
| November | 3.27 | 2.93 | 3,323.96 | 586.56 | 3.05 | -3.85% | 0.08% |
| December | 3.15 | 2.71 | 3,336.07 | 586.35 | 2.96 | -3.32% | -2.92% |

Source: Dubai Financial Market



15.2 Shareholder Ownership

Shareholder Ownership (%) as at 31 December 2022 is as follows:

| | % Ownership | Individuals | Companies | Government | Institution | Banks |
|---------------|-------------|-------------|-----------|------------|-------------|--------|
| Arab | 0.506 | 0.4614 | 0.044 | 0 | 0 | 0.0008 |
| GCC | 1.565 | 0.2802 | 1.2851 | 0 | 0 | 0 |
| UAE | 53.814 | 5.7924 | 47.9716 | 0.0004 | 0.0068 | 0.0433 |
| Others | 44.113 | 0.2454 | 43.8049 | 0.0621 | 0 | 0.0007 |

Source: Dubai Financial Market

15.3 Ownership - 5% or More

Shareholders who own 5% or more of the share capital as at 31 December 2022 are:

| Name | % Ownership |
|-------------------------|-------------|
| GDF International | 40.00 |
| General Investments FZE | 38.2114 |

Source: Dubai Financial Market

15.4 Shareholders Ownership Distribution

| Shares owned | No. of Shareholders | No. of shares held | % of the shares owned |
|--------------------------------------|---------------------|----------------------|-----------------------|
| 1 Less than 50,000 | 17,460 | 34,269,576 | 1.204 |
| 2 From 50,000 to less than 500,000 | 343 | 54,731,125 | 1.924 |
| 3 From 500,00 to less than 5,000,000 | 87 | 107,249,759 | 3.769 |
| 4 More than 5,000,000 | 21 | 2,649,020,610 | 93.103 |
| Total | 17,911 | 2,845,271,070 | 100.000 |

Source: Dubai Financial Market

15.5 Investor Relations

For the purposes of Article 35 of Decision 3/2020, the officer in charge of investors' relations and shareholder communications for the Company is Maha Sallam, available at:

- Email address: msallam@tabreed.ae, or IR@tabreed.ae;
- Telephone: [+971 2 2020400](tel:+97122020400)/[+971 4 3132432](tel:+97143132432);
- Mobile: [+971 54 994 3633](tel:+971549943633);
- Fax: [+9712 6455 008](tel:+97126455008).

Further information in relation to investor relations is available in the "Investor Relations" section of Tabreed's website: www.tabreed.ae.

15.6 General Assemblies; Special Resolutions

15.6.1 AGA Special Resolutions (21 March 2022):

- Amend the articles (18) and (30) of the articles of association of the Company in the form posted on the Company's website;
- authorise the Board of Directors of the Company, and/or any person so authorised by the Board of Directors, to adopt any resolution or take any action as may be necessary to implement the ordinary and special resolutions to be adopted by the general assembly in this meeting including to increase the Company's share capital if the general assembly approves the issuance of bonus shares; and
- authorise the Board of Directors of the Company, for a period of 12 months, to issue non-convertible (into shares) bonds and/or sukuk (whether directly or through a special purpose vehicle) in accordance with this special resolution, in one or more tranches, to be offered to qualified investors, with a total value of up to USD 1 billion (or equivalent) in aggregate and at a profit rate not exceeding the prevailing market rate available to companies with the same credit rating as the Company, in each case as the Board of Directors of the Company sees fit.

15.6.2 GA Special Resolutions (12 September 2022):

- Amend the article (7) of the articles of association of the Company in the form posted on the Company's website to permit up to 100% foreign ownership of the Company.

15.7 Board Secretary

Sean Magee is the Company Secretary of Tabreed and was appointed on 11 May 2022. Sean James Magee is an experienced UK qualified lawyer with experience across infrastructure projects and operations, corporate and commercial matters, with experience in the UK and the UAE. The primary responsibilities of the Company Secretary are to promote corporate governance excellence within the Boardroom and to ensure that a healthy relationship exists between the Board and the management of the Company. The Company Secretary ensures compliance with applicable corporate governance requirements and regulations at all times. The Company Secretary also coordinates meetings of the Board of Directors, circulates the agenda and supporting information in advance of the meetings and then prepares and finalizes the minutes of those meetings. Currently the Company Secretary acts independently from management and reports directly to the Board in his capacity as the Company Secretary, however Sean Magee is an employee of the Company, in a separate capacity as the Acting Chief Legal Counsel. Sean re-qualified as a DFM approved Company Secretary in May 2020.

15.8 Significant Events – 2022

| Date | Events |
|--------------------|---|
| 5 January | Tabreed announced that its Board of Directors has appointed Antonio Di Cecca as its new Chief Operating Officer (COO). |
| 25 January | Tabreed announced completion of the acquisition, through its subsidiary in Oman, of a new district cooling plant from Al Mouj, Muscat's premier development. This new transaction took Tabreeds tally of owned and contracted district cooling plants in the Sultanate to seven. Tabreed (through its subsidiary in Oman) and Al Mouj Muscat have signed an exclusive perpetual cooling concession for over 30,000 refrigeration tons (RT), with more than 19,000 RT already connected and operational. This transaction practically doubles Tabreed's concession capacity in the Sultanate from 32,000 RT to 62,000 RT. |
| 10 February | Tabreed and The Egyptian Company for Energy and Cooling projects (Gascool) and Marakez for Real Estate Investment Company, have signed a partnership agreement to provide district cooling services to the new D5M mall in New Katameya, east Cairo. The deal is of special importance to Tabreed with the country representing significant potential for future portfolio growth, as Tabreed is Egypt's first international investor in district cooling and the market is a very promising one. |
| 15 February | Tabreed released its consolidated financial results for 2021, reporting a net profit of AED 585.2 million – an increase of 6% compared to its 2020 performance. In addition, Tabreed's Board of Directors is pleased to recommend a dividend of 12.0 fils per share, to be paid 50% in cash and 50% through a bonus share issue of 1 share for every 40 shares held. This dividend represents an increase on last year in line with the growth of the business, while retaining availability of growth capital within the business. |
| 7 March | Tabreed announced the publication of a Green Financing Framework, which will help the company meet its commitments and finance new projects to support its business strategy and vision. The framework enables Tabreed to issue green bonds and loans, with the resulting net proceeds to be used for financing 'Eligible Green Projects' which include its core business of constructing, acquiring and operating District Cooling schemes, as well as projects related to Energy and Water Efficiency and Wastewater Management. The framework is accompanied by a Second Party Opinion from Sustainalytics, a leading, global ESG ratings agency. This Framework and Second Party Opinion demonstrate the sustainable nature of Tabreed's District Cooling operations, which utilise 50% less power than conventional cooling, while providing an essential service in the GCC and wider region. |

15.8 Significant Events – 2022 (Cont.)

| Date | Events |
|---------------------|--|
| 22 March | Tabreed’s shareholders approved a dividend for 2021 through the combination of a cash dividend of 6 fils per share plus a bonus share issue of 1 share for every 40 shares held, which equates to 12 fils per share. This is the highest ever dividend payment to Tabreed shareholders and represents an increase on the previous year which reflects the growth of the business, whilst retaining availability of Tabreed’s growth capital. |
| 13 May | Tabreed released its consolidated financial results for the first quarter of 2022, reporting a net profit of AED 88.2 million – an increase of 3.1% compared to its Q1 2021 performance. Tabreed practically doubled the size of its concession capacity in Oman with the acquisition of the district cooling plant that services Al Mouj, the Sultanate’s most prestigious new real estate development. |
| 24 May | Tabreed and ENGIE Digital, extended their partnership with the implementation of Nemo, ENGIE’s operations software, in the 235,000 refrigeration ton (RT) capacity Downtown Dubai network. |
| 27 July | Tabreed released its consolidated financial results for the first six months of 2022, reporting a net profit of AED 240.4 million – an increase of 3% compared to its H1 2021 performance. |
| 13 September | Tabreed held a General Assembly on 12 September 2022, during which shareholders voted to amend Article (7) of the company’s Articles of Association to allow 100 per cent foreign ownership. Previously the limit had been set at 49 per cent, in line with UAE law stipulating that foreign companies could operate onshore in the UAE only with a UAE national or wholly owned UAE company owning 51 per cent of the share capital. |
| 14 September | Tabreed signed an agreement with developer, Egyptians for Healthcare Services (EHCS), to provide essential district energy services to CapitalMed, its all-new healthcare city megaproject. Strategically located in Badr City, CapitalMed is near to Central Cairo, New Cairo and Egypt’s New Administrative Capital City, which is planned to be constructed over four phases. Once completed, CapitalMed will be a state-of-the-art, smart medical city, hosting patients not only from Egypt but also from across the Middle East, Africa and the rest of the world. |
| 15 November | Tabreed released its consolidated financial results for the first nine months of 2022, reporting an EBITDA of AED 912 million – an 18% increase over the same period last year – and a net profit of AED 400 million, representing a 3% increase. |
| 28 November | Tabreed announced that its Board of Directors has appointed Dr Yousif Al Hammadi as Chief Asset Management Officer – an all-new role for the company – with effect from 1 December 2022- to create a new, dedicated function, to manage the company’s assets, accounts, and customer relationships, led by a Chief Asset Management Officer. |

15.9 Emiratization Percentage

In respect of the total headcount of Tabreed’s corporate operations, Tabreed held the following Emiratization levels in respect of the periods stated below:

| 2022 | 42% Emiratization |
|------|-------------------|
| 2021 | 43% Emiratization |
| 2020 | 41% Emiratization |
| 2019 | 41% Emiratization |
| 2018 | 39% Emiratization |
| 2017 | 38% Emiratization |

15.10 Innovative Projects

During 2022, Tabreed further enhanced its drive to create a culture of innovation within the organization. An Innovation Committee was established under the leadership of the COO to oversee the innovation process and to have a long-term strategy to adapt futuristic technologies into Tabreed’s business. An end-to-end process from idea generation, exploration, piloting & technology adaptation is now developed. Tabreed signed NDAs with multiple technology providers and companies to explore & test emerging technologies that might impact District Cooling business.

In another significant achievement Tabreed engaged into a partnership with International Finance Corporation (IFC) with an aim to accelerate adoption of innovative cooling technologies & business models. The program will run for 15 months where emerging technologies related to cooling industry will be explored & piloted jointly by the parties.

Multiple areas of technologies are focused as part of the innovation road map with prime focus on technologies that will contribute to increasing energy efficiency, contribute to reduce green-house emissions etc.

Planned projects include:

| | |
|---------------------------------------|--|
| Application of Nano Technology | <ul style="list-style-type: none"> Aims at drastically improving plant life and efficiency using advances in nanotechnology. Tabreed partnered with HT Material Science (HTMS) for implementation of a pilot project to use Nano Particles in chilled water circuit is currently on going at Tabreed’s AD07M plant. The pilot aims to validate energy savings of 10-15%. A partnership with Engie Lab, the research and development centre of Engie in France have also been signed to explore 2 key areas, nano-refrigerant & sky-cooling. Desktop studies have been completed & pilot projects will be implemented in 2023. |
| Water as Refrigerant | <ul style="list-style-type: none"> This innovative project being studied in partnership with Engie Lab aims at using water an alternative refrigerant. Currently the project is in data gathering stage & a pilot implementation is targeted to commence by Q3’23 |
| Wet Bulb Forecasting | <ul style="list-style-type: none"> Demand Side Management, through wet bulb forecasting, intends to operate Tabreed plants more efficiently by optimizing the operation strategy & also to predict load demands for new plants. Thanks to this forecast model, Tabreed operation will run its equipment by matching the anticipated demand and thus adapting the production with the accurate buildings load. In 2021, a stable weather forecasting system was signed with a worldwide weather provider. We are currently at the stage of developing data models and correlations that can be used to predict cooling load demand. |

Preface

Compliance with regulations

Corporate governance structure

Board member transactions

Formation of the board

External Auditor

Audit Committee

Nomination and remuneration committee

Other committees approved by the board

Insider information and dealings committee

Internal control system

Irregularities in 2022

Corporate social responsibility, code of conduct and local community development

Sustainability, occupational health & safety, and quality

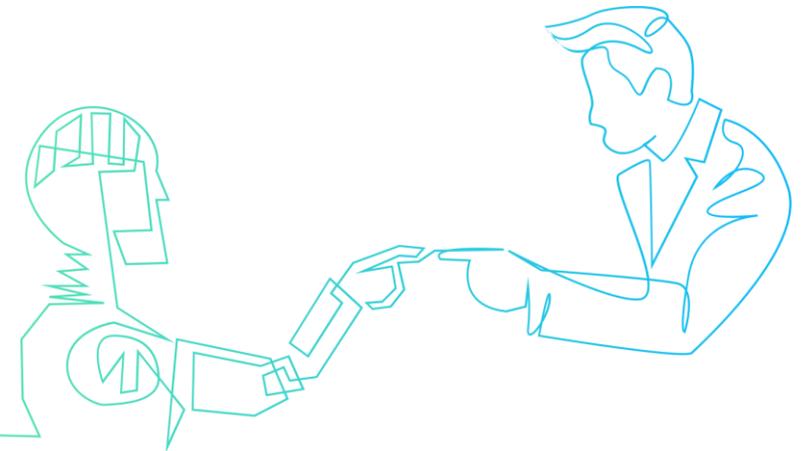
General information

Previous projects implemented for electrical efficiency improvements have delivered significant savings in electrical consumption & thereby CO2 emissions. Tabreed continues to focus on using historical data of its plants to enhance its operational efficiency & develop energy models for predicting energy efficiency of future plants. Tabreed continues to leverage “Big Data” analysis to provide more process insights and enhancements to the design & operation of its assets.

Tabreed developed an ambitious plan to reduce the water consumption by increasing the use of treated sewage effluents (TSE) in the cooling towers. Tabreed already utilizes TSE as cooling tower make-up sources in few plants in Dubai. Consultation is in progress with various regulatory agencies & utility providers to explore implementation of similar projects in other plants as well.

Tabreed is actively pursuing integration of renewables such as solar energy to power its DC Plants with an objective to construct a plant operating fully on renewable energy by 2025.

Overall, Tabreed’s R&D initiatives in 2022 has developed a strong pipeline of ideas & projects that will be explored for testing & adaptation in the near future.



National Central Cooling Company PJSC (“Tabreed”) Corporate Structure Chart as of 31 December 2022

