



Al Noor Hospitals Group plc
(incorporated and registered in England Wales under number 08338604)

Notice of Annual General Meeting 2015

Notice is hereby given that the second Annual General Meeting (the "AGM") of Al Noor Hospitals Group Plc (the "Company") will be held at Jefferies Hoare Govett, Vintners Place, 68 Upper Thames Street, London EC4V 3BJ on Tuesday, 12 May 2015, at 1.00pm to consider and, if thought fit, pass Resolutions 1 to 21 overleaf.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser immediately.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Notice of Annual General Meeting 2015

Vintners Place, 68 Upper Thames Street, London, EC4V 3BJ

Tuesday 12 May 2015 at 1.00pm

Dear Shareholder

I am pleased to inform you that the Company's Annual General Meeting (the "AGM") will be held at Jefferies Hoare Govett, Vintners Place, 68 Upper Thames Street, London EC4V 3BJ on Tuesday, 12 May 2015 at 1.00pm.

The formal Notice convening the AGM is set out on pages 3 to 5 of this document. An explanation of each of the resolutions to be proposed at the AGM is set out on pages 6 to 10. There will be an opportunity for you to ask questions at the AGM.

If you are unable to attend but would like to vote on the resolutions you may appoint a proxy by completing and returning the enclosed Form of Proxy. Alternatively, you may appoint a proxy electronically via www.capitashareportal.com or, if you hold your shares in CREST, via the CREST system. Notice of your appointment of a proxy should reach the Company's registrar, Capita, by no later than 1.00pm on Friday, 8 May 2015. Completion and return of a Form of Proxy will not prevent shareholders from attending and voting in person should they wish to do so. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Website

Our Company website <http://www.alnoorhospital.com/IRCorporateProfile.aspx> contains a variety of information online including:

- a copy of our full Annual Report;
- investor presentations;
- share price;
- announcements;
- prospectus; and
- a detailed account of our adopted corporate governance practices.

Resolution polls

All resolutions will be voted by way of a poll. The Company believes this will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the meeting but who have appointed a proxy for the meeting. Shareholders have one vote for each ordinary share held when voting on a poll.

Further information

Explanatory notes for all the business of the AGM, including a detailed explanation of the purpose of the resolutions, are given on pages 6 to 10 of this document. Further information relating to the Company and its financial information can be found in the Company's Annual Report and Accounts for the year ended 31 December 2014, which was circulated at the same time as this Notice and is also available on the Company's website.

Recommendation

Your Board of Directors believes that resolutions 1 to 20 contained in the Notice of Meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote in favour of them, as your Directors intend to do in respect of their beneficial shareholdings amounting to 7,055,946 ordinary shares (representing approximately 6.04% of the issued share capital of the Company as at 29 March 2015, being the latest practicable date prior to the publication of this Notice.

Your Board of Directors considers that resolution 21 is also in the best interests of the Company and its shareholders as a whole. However given the interests of the Directors in this resolution, the Board does not think it appropriate to make a recommendation to shareholders as to how they should vote in respect of this resolution, other than that shareholders should vote on the resolution in question. As a result of its subject matter, the Directors will not vote on resolution 21 and they have undertaken to take all reasonable steps to ensure that their associates will also not vote on that resolution.

Yours sincerely

Ian Tyler

Non-Executive Chairman
Al Noor Hospitals Group Plc

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the second Annual General Meeting of Al Noor Hospitals Group plc will be held on Tuesday, 12 May 2015, at 1.00pm at the offices of Jefferies Hoare Govett, Vintners Place, 68 Upper Thames Street, London EC4V 3BJ to transact the business set out in the resolutions below.

Resolutions 1 to 17 (inclusive) will be proposed as ordinary resolutions and resolutions 18 to 21 will be proposed as special resolutions.

Voting on all resolutions will be by way of a poll. Resolutions 1 to 17 will be proposed as ordinary resolutions; this means that for each of those ordinary resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 7, 10, 13 and 14 relating to the re-election of Independent Non-Executive Directors will be passed only if a majority of votes cast by independent shareholders are in favour, in addition to a majority of votes cast by all shareholders being in favour. Resolutions 18 to 21 will be proposed as special resolutions; this means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Ordinary Resolutions

Report and Accounts

1. To receive the Company's annual accounts for the financial year ended 31 December 2014 together with the Directors' reports and the auditor's report on those accounts.

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report set out on pages 64 to 75 of the Company's annual report (excluding the Directors' Remuneration Policy) and accounts for the year ended 31 December 2014.

Final Dividend

3. To declare a final dividend of 9p per ordinary share for the year ended 31 December 2014.

Election and re-election of Directors

4. To elect Ronald Lavater as a Director.
5. To re-elect Dr Kassem Alom as a Director.
6. To re-elect Sheikh Mansoor Bin Butti Al Hamed as a Director.
7. To re-elect Mubarak Matar Al Hamiri as a Director.
8. To re-elect Faisal Belhoul as a Director.
9. To re-elect Khaldoun Haj Hasan as a Director.
10. To re-elect Seamus Keating as a Director.
11. To re-elect Ahmad Nimer as a Director.
12. To re-elect Ian Tyler as a Director.
13. To re-elect William J. Ward as a Director.
14. To re-elect William S. Ward as a Director.

Reappointment of Auditors

15. To reappoint KPMG LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

Remuneration of Auditors

16. To authorise the Audit and Risk Committee to determine the remuneration of the auditors.

Authority to allot ordinary shares

17. THAT the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into shares in the Company:
- (a) up to a maximum aggregate nominal amount of £3,895,540; and
 - (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £3,895,540 in connection with an offer by way of a rights issue.

These authorities shall apply in substitution for all previous authorities pursuant to Section 551 of the Act and shall expire at the conclusion of the next annual general meeting or on 30 June 2016, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers or enter into agreements which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authorities granted by this resolution has expired.

For the purposes of this resolution, "rights issue" means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities

to subscribe further securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

Special Resolutions

Authority to dis-apply pre-emption rights

18. THAT subject to the passing of resolution 17 above, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Act) for cash:
- (a) pursuant to the authority given by paragraph (a) of resolution 17 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act in each case:
 - (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £1,168,662; and
 - (b) pursuant to the authority given by paragraph (b) of resolution 17 above in connection with a rights issue,

as if Section 561(1) of the Act did not apply to any such allotment;

such power to expire at the conclusion of the next annual general meeting of the Company or on 30 June 2016, whichever is the earlier, but so that the Company may during this period, make offers or enter into agreements which would, or might, require equity securities to be allotted after the power ends and the Directors may allot equity securities under any such offer or agreement as if the authority conferred by this resolution had not expired.

For the purposes of this resolution:

- I. "rights issue" has the same meaning as in resolution 17 above;
- II. "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- III. references to an allotment of equity securities shall include a sale of treasury shares; and
- IV. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

Purchase of own shares

19. THAT the Company be generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company, provided that:
- (a) the maximum number of ordinary shares which may be purchased is 11,686,620;
 - (b) the minimum price, exclusive of any expenses, which may be paid for each ordinary share is 10 pence;
 - (c) the maximum price, exclusive of any expenses, which may be paid for each ordinary share is an amount equal to the higher of:
 - (i) 105% of the average closing price of an ordinary share, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (No. 2273/2003); and
 - (d) this authority shall expire at the conclusion of the next annual general meeting of the Company or on 30 June 2016, whichever is the earlier, but, in each case, save that the Company may, before such expiry, enter into a contract or contracts to purchase shares which will or may be executed wholly or partly after the expiry of such authority and the Company may make a purchase of shares under such contract or contracts as if the authority had not expired.

Notice of general meetings, other than annual general meetings

20. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

2014 Interim Dividend

21. THAT the payment of the amount of 3.7p per ordinary share by way of interim dividend on 10 October 2014 (the "2014 Interim Dividend") to shareholders on the register of shareholders on 12 September 2014 and the entry in the audited accounts of the Company for the year ended 31 December 2014 whereby distributable profits of the Company were appropriated to the payment of the 2014 Interim Dividend, be and is hereby ratified and confirmed and, any distribution involved in connection with the ratification of payment of the 2014 Interim Dividend be made out of the profits appropriated to the 2014 Interim Dividend as aforesaid by reference to a record date identical to the record date for the 2014 Interim Dividend.

By order of the Board

Capita Company Secretarial Services Limited
Corporate Secretary

Al Noor Hospitals Group PLC
1st Floor, 40 Dukes Place, London, EC3A 7NH

29 March 2015

EXPLANATION OF RESOLUTIONS:

Resolution 1 - To receive the Report and Accounts

The Directors are required to present the accounts, Directors' report and auditors' report to the meeting. These are contained in the Company's Annual Report and Financial Statements 2014.

Resolution 2 - To approve the Directors' Remuneration Report

This resolution deals with the remuneration paid to the directors during the year under review. Shareholders are invited to vote on the Directors' Remuneration Report, which appears on pages 64 to 75 in the 2014 Annual Report (excluding the Directors' Remuneration Policy). Resolution 2 is an advisory vote.

Resolution 3 - To declare a final dividend

The Board proposes a final dividend of 9p per share for the year ended 31 December 2014. If approved, the recommended final dividend will be paid on 15 May 2015 to all ordinary shareholders who are on the register of members on 17 April 2015. The shares will be marked ex-dividend on 16 April 2015.

Resolutions 4 to 14 – Election and re-election of Directors

In accordance with the provisions of the UK Corporate Governance Code, all members of the Board wishing to continue their appointments seek re-election by the shareholders. Ronald Lavater, who was appointed by the Board on 1 October 2014, retires and seeks election for the first time by the shareholders at the AGM.

Following a formal Board evaluation process and recommendation from the Nomination Committee, the Board is satisfied that each of the Directors continues to be effective and demonstrates a commitment to the role and that each of the Directors continues to be able to dedicate sufficient time to their duties. The Directors believe that the Board continues to include an appropriate balance of skills and provides effective leadership for the Company. The Board has a variety of skills which include significant financial experience, extensive knowledge of the healthcare industry both within the UAE and internationally and significant experience of public companies listed on the London Stock Exchange. The Board of Directors therefore recommends the re-election of all Directors who are seeking re-election and also the election of Ronald Lavater as a Director, who was appointed during the year.

Full biographies of all the directors are set out on pages 48 to 51 in the Company's 2014 Annual Report and are also available for viewing on the Company's website (www.alnoorhospital.com).

The Board considers Seamus Keating, William J. Ward, Mubarak Matar Al Hamiri and William S. Ward to be independent directors in accordance with provision B.1.1 of the UK Corporate Governance Code. None of Independent Non-Executive Directors seeking re-election at the AGM has any existing or previous relationship, transaction or arrangement with the Company, nor with any controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of Listing Rule 13.8.17R(1). In considering the independence of the Non-Executive Directors, the Board has taken into account guidance from the UK Corporate Governance Code.

The changes made to the Listing Rules in May 2014 require that Independent Non-Executive Directors be elected by a majority of votes cast by independent shareholders in addition to a majority of votes cast by all shareholders in the Company. Therefore, the resolutions for the election of the Independent Non-Executive Directors (resolutions 7, 10, 13 and 14) will be taken on a poll and the votes cast by independent shareholders and all shareholders will be calculated separately. Such resolutions will be passed only if a majority of votes cast by independent shareholders are in favour, in addition to a majority of votes cast by all shareholders being in favour.

Under the new Listing Rules, Sheikh Mansoor Bin Butti Al Hamed, Ahmad Nimer, Faisal Belhoul, Khaldoun Haj Hasan and Dr Kassem Alom are representatives of the Principal Shareholders of the Company and are therefore not considered to be independent directors as contemplated by provision B.1.1 of the UK Corporate Governance Code.

Resolution 4 - To elect Ronald Lavater as a Director

Role: Chief Executive Officer

Appointment to the Board: 1 October 2014

Committee membership: N/A

Ronald Lavater was appointed as the Chief Executive Officer of the Company since 1 October 2014. Prior to joining the Company, his career spanned over 20 years, in a number of roles in the healthcare field. Most recently this included serving as Chief Executive Officer of John Hopkins Medicine International.

Resolution 5 - To re-elect Dr Kassem Alom as a Director

Role: Vice Chairman and Non-Executive Director

Appointment to the Board: 5 June 2013

Committee membership: Nomination Committee, Quality Committee

Dr Kassem Alom is the founder of the Company and was Chief Executive Officer from the Company's inception in 1985, having previously owned a private clinic in Abu Dhabi. Since stepping down as Chief Executive Officer on 1 October 2014, Dr Kassem has acted as Vice Chairman and Non-Executive Director of the Company. Dr Kassem is a fellow of the Royal Society of Medicine in London and holds an MBBS from the University of Seville specialising in internal medicine and gastroenterology.

Resolution 6 - To re-elect Sheikh Mansoor Bin Butti Al Hamed as a Director

Role: Non-Executive Director

Appointment to the Board: 5 June 2013

Committee membership: N/A

Sheikh Mansoor Bin Butti Al Hamed is a Non-Executive Director and is also the head of strategic relations at Mubadala Development Company PJSC. He is also a Director on the Board of United Al Saqer Group LLC.

Resolution 7 - To re-elect Mubarak Matar Al Hamiri as a Director

Role: Non-Executive Director

Appointment to the Board: 5 June 2013

Committee membership: Nomination Committee

Mubarak Matar Al Hamiri is an Independent Non-Executive Director and has more than 20 years of professional experience in the field of international and local investment management. Mubarak is currently a Managing Director of the Royal Group. He holds a Bachelors' degree in Computer Science and a Certification in Risk Management and Financial Consultancy.

Resolution 8 - To re-elect Faisal Belhoul as a Director

Role: Non-Executive Director

Appointment to the Board: 5 June 2013

Committee membership: Remuneration Committee

Faisal Belhoul is a Non-Executive Director of the Company and also the founder and Managing Partner of Ithmar Capital. Faisal currently serves as Chairman of Amanat Holdings and serves on the Board of the DCCI. He was educated in the United States and he studied Manufacturing Engineering in Boston University.

Resolution 9 - To re-elect Khaldoun Haj Hasan as a Director

Role: Non-Executive Director

Appointment to the Board: 7 November 2013

Committee membership: N/A

Khaldoun Haj Hasan is a Non-Executive Director of the Company and also the co-founder of Ithmar Capital. Khaldoun currently serves as the Chief Executive Officer of Amanat Holdings. He holds a Bachelor of Science and Masters of Science in Manufacturing Engineering as well as an MBA, all from Boston University.

Resolution 10 - To re-elect Seamus Keating as a Director

Role: Senior Independent Director

Appointment to the Board: 5 June 2013

Committee membership: Audit & Risk Committee (Chair), Remuneration Committee, Quality Committee

Seamus Keating undertakes the role as Senior Independent Director for the Company. Seamus has over 20 years' experience in the global technology sector in both finance and operational roles and was a main board director of Logica Plc from 2002 until April 2012 having joined the company as Group Finance Director in 1999. He currently serves as the Chairman of First Derivatives Plc and is a fellow of the Chartered Institute of Management Accountants.

Resolution 11 - To re-elect Ahmad Nimer as a Director

Role: Non-Executive Director

Appointment to the Board: 5 June 2013

Committee membership: Quality Committee

Ahmad Nimer is a Non-Executive Director and is currently the Chief Executive Officer of United Al Saqer Group LLC. He is also on the board of the Gulf Catering Company. Prior to this he served as a partner of Deloitte & Touche LLP from 2002 to 2011. Ahmad also holds numerous qualifications and is a Certified Public Accountant, a member of the American Institute of Certified Public Accountants, a Chief Fraud Examiner, a Forensic Certified Public Accountant, a Certified Risk Professional and a Chartered Business Consultant.

Resolution 12 - To re-elect Ian Tyler as a Director

Role: Non-Executive Director and Chairman of the Board

Appointment to the Board: 5 June 2013

Committee membership: Audit & Risk Committee, Remuneration Committee (Chair), Nomination Committee (Chair), Quality Committee

Mr Ian Tyler joined the Company as Non-Executive Chairman in June 2013. Preceding this appointment, Ian was Chief Executive Officer of Balfour Beatty Plc from January 2005 to March 2013, having previously held other various roles within Balfour Beatty since 1996. He is currently a Non-Executive director of Cable & Wireless Communications Plc, BAE Systems Plc and Cairn Energy Plc. Ian is also a qualified chartered accountant.

Resolution 13 - To re-elect William J. Ward as a Director

Role: Non-Executive Director

Appointment to the Board: 5 June 2013

Committee membership: Audit & Risk Committee, Quality Committee (Chair)

William J. Ward is an Independent Non-Executive Director of the Company and is a former senior healthcare executive with more than 30 years of experience in healthcare finance and operations. William serves on the boards of University of Maryland Upper Chesapeake Health and the Catholic Health Services of Long Island. He is also the director of the Master of Health Administration Degree programme at the Johns Hopkins Bloomberg School of Public Health and Faculty Director of the School's Summers Scholars leadership programme. Furthermore he is the author of two textbooks and numerous articles and has lectured widely on a variety of healthcare financial and operation subjects.

Resolution 14 - To re-elect William S. Ward as a Director

Role: Non-Executive Director

Appointment to the Board: 7 November 2013

Committee membership: Nomination Committee, Quality Committee

William S. Ward is an Independent Non-Executive Director of the Company and has over 30 years of experience in healthcare. He has in the past served as Chief Operating Officer and Managing Director for Bupa International Insurance Business including the worldwide entity. William is also a qualified Chartered Secretary and has certification in Management and Advanced Management Programmes.

Resolution 15 - To reappoint KPMG LLP as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company

At each meeting at which the Company's accounts are presented to its members, the Company is required to appoint an auditor to serve until the next such meeting. The Board of Directors, on the recommendation of the Audit & Risk Committee, recommends the re-election of KPMG LLP.

Resolution 16 - To authorise the Directors to determine the remuneration of KPMG LLP

This resolution gives authority to the Audit & Risk Committee to determine the auditor's remuneration.

Resolution 17 – To authorise the Directors to allot ordinary shares

The purpose of this resolution is to give the Directors powers to allot shares.

The authority in paragraph (a) of this resolution, if passed, would provide the Directors with a general authority to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal amount of £3,895,540, which is equal to approximately one third of the issued share capital of the Company as at 29 March 2015, being the latest practicable date before the publication of this Notice.

Paragraph (b) under resolution 17 will grant the Directors additional authority to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal amount of £3,895,540, which is equal to approximately one third of the issued share capital of the Company as at 29 March 2014, being the last practicable date before the publication of this Notice. As at 29 March 2015, the Company did not hold any shares in treasury.

This is in line with the Share Capital Management Guidelines issued by the Investment Association in July 2014 to allot a maximum aggregate nominal amount which represents no more than two-thirds of the Company's issued share capital. In addition, in accordance with the Share Capital Management Guidelines, it is envisaged that if the authority under paragraph (b) of resolution 17 is utilised, all of the Directors will offer themselves for re-election at the Company's next annual general meeting.

The resolution would give the Board of Directors the maximum flexibility permitted by investor guidelines to respond to market developments, however, there are no current plans to allot shares except in connection with the Company's employee share schemes.

If this resolution is passed, the authority will expire at the earlier of 30 June 2016 and the conclusion of the Company's next annual general meeting. It is the intention of the directors to seek to renew this authority every year.

Resolution 18 – To authorise the Directors to disapply pre-emptions rights

This resolution would, if passed, allow the Directors to allot shares or sell treasury shares for cash (other than in connection with an employee share scheme), without having to offer such shares to existing shareholders in proportion to their own holdings (known as pre-emption rights).

The purpose of paragraph (a) of resolution 18 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (a) of resolution 17, or sell treasury shares, for cash (I) in connection with a pre-emptive offer or rights issue or (II) otherwise up to a nominal value of £1,168,662, equivalent to approximately ten per cent. of the total issued ordinary share capital of the Company as at 29 March 2015, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings. As at 29 March 2015, the Company did not hold any shares in treasury.

It is the Directors' intention to adhere to the provisions of the Pre-emption Group's Statement of Principles, as updated in March 2015, and not to allot shares on a non pre-emptive basis pursuant to the authority in resolution 18 (a) (ii):

- (i) in excess of an amount equal to 5 per cent. of the total issued ordinary share capital of the Company; or
- (ii) in excess of an amount equal to 7.5 per cent. of the total issued share capital of the Company over a three year rolling period, without prior consultation with shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The purpose of paragraph (b) of resolution 18 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (b) of resolution 17, or sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with the Investment Association's Share Capital Management Guidelines issued in July 2014.

If this resolution is passed, the authority will expire at the earlier of 30 June 2016 or the conclusion of the Company's next annual general meeting. It is the intention of the Directors to seek to renew this authority every year.

Resolution 19 – To approve the purchase of the Company’s own shares

This resolution would, if passed, renew the authority granted to the Company to make market purchases of up to 11,686,620 of its own ordinary shares until the conclusion of the next annual general meeting or 30 June 2016, whichever is the earlier. This represents just under 10% of the Company’s issued share capital as at 29 March 2015. The resolution specifies the minimum and maximum prices at which the ordinary shares may be bought under this authority.

This authority will expire at the conclusion of the Company’s next annual general meeting or 30 June 2016, whichever is the earlier. It is the intention of the Directors to seek to renew this authority every year.

The Directors have no present intention of exercising this authority granted by this resolution, but the authority provides the flexibility to allow them to do so in future. The directors would not exercise the authority unless they believed that the expected effect would promote the success of the Company for the benefit of its shareholders as a whole. Any shares purchased would be effected by a purchase in the market and may either be cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company’s obligations under its employee share schemes. As at 29 March 2015, the Company has no shares held in treasury.

There are no present plans to allot shares, other than in respect of employee share schemes and pursuant to the conditional award of shares under the terms of Ian Tyler’s appointment as Chairman.

The Company operates long term incentive plans under which awards may be satisfied by the allotment or transfer of ordinary shares to award holders. As at 29 March 2015 (being the latest practicable date before the date of this document), awards were subsisting over 628,673 ordinary shares (the “Award Shares”), representing approximately 0.54% of the Company’s issued ordinary share capital. As at that date, the Company did not hold any treasury shares and there were no warrants over the Company’s ordinary shares. If the authority to purchase the Company’s ordinary shares under resolution 19 were exercised in full, the Award Shares would represent approximately 0.60% of the Company’s issued ordinary share capital as at 29 March 2015.

Resolution 20: Notice of general meetings, other than annual general meetings

Under the Act, the notice period required for all general meetings of the Company is 21 days. Annual general meetings will always be held on at least 21 clear days’ notice but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days.

This resolution would, if passed, allow the Company flexibility to call general meetings, other than annual general meetings on not less than 14 clear days’ notice. The approval will be effective until the Company’s next annual general meeting, when it is intended that a similar resolution will be proposed.

Resolution 21: ratification and confirmation of the 2014 Interim Dividend

A technical issue has arisen in respect of the interim dividend of 3.7p per ordinary share paid by the Company to shareholders on the register on 12 September 2014 (amounting to approximately \$7.1 million) on 10 October 2014. It has been brought to the Directors’ attention that, for technical reasons under the Companies Act 2006 (the “Act”), the 2014 Interim Dividend paid to shareholders on the register of shareholders on the relevant record date should have been preceded by the filing of the interim accounts. When the Company paid the 2014 Interim Dividend, although the Company had sufficient distributable profits to pay that dividend at the payment date and a set of interim accounts (as defined in the Act) showing the requisite level of distributable profits were prepared prior to such payment, these interim accounts had inadvertently not been filed at Companies House, as required by that Act. As a result, the 2014 Interim Dividend was paid in technical infringement of the Act. However, given that the Company at the time had sufficient distributable reserves to make the payment of the 2014 Interim Dividend had the interim accounts been filed in advance of such payment, the Directors believe that neither shareholders nor creditors have been prejudiced.

The Company wishes to address the matter by way of a ratification resolution to be approved by the shareholders at the AGM. Resolution 21, which is proposed as a special resolution, is to ratify and confirm the appropriation of profits to the payment of the 2014 Interim Dividend and the entry in the audited accounts of the Company for the year ended 31 December 2014 whereby distributable profits of the Company were appropriated to the payment of such dividend.

As a result of their interest in its subject matter, the Directors who are also shareholders (holding beneficially in aggregate approximately 6.04% of the issued share capital of the Company as at 29 March 2015, the latest practicable date before publication of this notice) will not vote on this resolution.

The Board confirms that, in its opinion, resolutions 1 – 20 respectively are in the best interests of the shareholders of the Company as a whole and unanimously recommends that shareholders vote in favour of them.

The Board deems resolution 21 to be in the best interest of the Company and its shareholders as a whole. In light of the Directors’ interests in this resolution, the Board does not think it appropriate to make a recommendation to shareholders as to how they should vote on this resolution other than that shareholders should vote on resolution 21. As a result of their interest in its subject matter, the Directors will not vote on resolution 21 and they have undertaken to take all reasonable steps to ensure that their associates will not vote on that resolution.

IMPORTANT NOTES

The following notes explain your general rights as a shareholder and your right to attend and vote at this AGM or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00pm on Friday 8 May 2015 (or, in the event of any adjournment, 6.00pm on the date which is 48 hours before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting. There are no other procedures or requirements for entitled shareholders to comply with in order to attend and vote at the AGM. In alignment with best practice for Listed Companies, it is the current intention that each of the resolutions to be put to the AGM will be voted on by way of a poll and not by show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account.
2. The doors will open at 12.00pm and you may wish to arrive by 12.45pm to enable you to register and take your seat in good time. Light refreshments will be provided at the meeting. If you have any special needs or require wheelchair access to the offices of Jefferies Hoare Govett, please contact Vintners Place Reception by e-mail on reception@vintnersplace.co.uk or telephone +44 20 7329 8410 in advance of the meeting. Mobile phones may not be used in the meeting hall, and cameras and recording equipment are not allowed in the meeting hall.
3. Members are entitled to appoint a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a form of proxy and believe that you should have one, or if you require additional forms, please contact our Registrar, Capita, on 0871 664 0300 (or from outside the UK: +44 208 639 3399). Calls to this number cost 10p per minute plus network extras. Lines are open Monday – Friday, 9.00am – 5.30pm (excluding UK public holidays).
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in notes 3, 4 and 8 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
8. To be valid, any form of proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrar, at the address shown on the form of proxy or in the case of shares held through CREST, via the CREST system, (see note 11 below). As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at www.capitashareportal.com. In each case, for proxy appointments to be valid, they must be received by no later than 1.00pm on Friday 8 May 2015. If you return more than one proxy appointment, either by paper or electronic communication, that received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
9. The return of a completed form of proxy, other such instrument or any CREST Proxy Instruction (as described in note 12 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

11. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuers' agent (ID RA10) by 1.00pm on Friday, 8 May 2015. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuers agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that no more than one corporate representative exercises powers in relation to the same shares.
14. As at 29 March 2015 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 116,866,203 ordinary shares, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 29 March 2015 are 116,866,203.
15. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
16. Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
17. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from 29 March 2014 until the time of the AGM and may also be inspected at the AGM venue (the office of Jefferies Hoare Govett), from 12.00pm on the day of the meeting until the conclusion of the AGM:
 - copies of the Directors' letters of appointment or service contracts;
 - a copy of the Articles of Association of the Company; and
 - a copy of the Directors' Deeds of Indemnity.
18. You may not use any electronic address provided in either this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.alnoorhospital.com.