

Al Noor Hospitals Group Plc  
(incorporated and registered in England and Wales under number 83338604)

## NOTICE OF ANNUAL GENERAL MEETING 2014

Notice is hereby given that the first 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 1 April 2014 at 1.00pm to consider and, if thought fit, pass Resolutions 1 to 21 overleaf.

### IMPORTANT INFORMATION:

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.

DEAR SHAREHOLDER,

#### ANNUAL GENERAL MEETING 2014

I am pleased to enclose the Notice of Meeting for the first Annual General Meeting (“AGM”) of Al Noor Hospitals Group Plc. The AGM will be held on Tuesday, 1 April 2014 at 1.00pm at Jefferies Hoare Govett, Vintners Place, 68 Upper Thames Street, London EC4V 3BJ.

If you would like to vote on the resolutions but will not be attending the AGM, you may appoint a proxy by completing and returning the enclosed proxy form. Alternatively, you may appoint a proxy electronically via [www.capitashareportal.com](http://www.capitashareportal.com) by following the instructions 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 Registrars, by 1.00pm on Friday, 28 March 2014. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

A resolution to receive the Directors’ Report and the Financial Statements for the year ended 31 December 2013 is included as an ordinary resolution.

An advisory resolution to approve the Directors’ Remuneration Report is also included together with a binding resolution to approve the Directors’ Remuneration Policy, which is a newly instituted requirement.

Shareholders are being asked to approve a final dividend of 9p per ordinary share for the year ended 31 December 2013. If the recommended dividend is approved, this will be paid on 11 April 2014 to all ordinary shareholders who were on the register of members on 14 March 2014.

As this is the first AGM of the Company, all of the Directors of the Company will stand for election to the Board.

The Company is also seeking shareholder approval to continue the appointment of KPMG LLP as the Company’s independent auditor and to authorise the Directors to fix the auditor’s remuneration.

The Company is also seeking to take advantage of the provisions of the Companies Act 2006 to allow electronic communications with its shareholders, including making important documents available through its website, and an ordinary resolution authorising this is included in the Notice of Meeting.

The Company is seeking shareholder authority to allot additional securities. The Company is also seeking authority to issue securities representing approximately 5% of its issued share capital free of pre-emption (meaning without first offering those securities to existing shareholders).

The Company is also seeking authority to make market purchases of its own shares up to an aggregate of 11,686,620 shares.

In addition, a resolution is proposed to retain a notice period of 14 days for general meetings (other than an AGM which has a longer notice period).

Explanatory notes for all the business of the AGM, including a detailed explanation of the purpose of the resolutions, are given on pages 5 to 8 of this document.

#### RECOMMENDATION

**Your Board believes that the resolutions 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.**

Yours sincerely

**IAN TYLER**  
Chairman

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the first Annual General Meeting of Al Noor Hospitals Group plc will be held on Tuesday, 1 April 2014 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 18 (inclusive) will be proposed as ordinary resolutions and Resolutions 19 to 21 will be proposed as special resolutions.

Voting on all Resolutions will be by way of a poll. Resolutions 1 to 18 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.

Resolutions 19 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.

## ORDINARY RESOLUTIONS

### Report and Accounts

1. To receive the Company's annual accounts for the financial year ended 31 December 2013 together with the Directors' reports and the auditor's report on those accounts.

### Directors' Remuneration Report

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) set out on pages 70 to 81 of the Company's annual report and accounts for the financial year ended 31 December 2013.

### Directors' Remuneration Policy

3. To approve the Directors' Remuneration Policy set out on pages 71 to 81 of the Company's annual report and accounts for the financial year ended 31 December 2013.

### Final Dividend

4. To declare a final dividend of 9p per ordinary share for the year ended 31 December 2013.

### Election of Directors

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

### Reappointment of Auditors

15. To reappoint KPMG LLP as auditor 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.

### Auditor's Remuneration

16. To authorise the Audit & Risk Committee to determine the remuneration of the auditor.

### Electronic Communications

17. THAT the Company be authorised, subject to and in accordance with the provisions of the Companies Act 2006 (the "Act"), to send, convey, or supply all types of notices, documents or information to shareholders by electronic means, including making such notices, documents or information available on a website.

### Authority to allot ordinary shares

18. THAT, in accordance with Section 551 of the Act, the Directors be generally and unconditionally authorised 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) of the Company 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 expire on the date of the next Annual General Meeting or on 30 June 2015, whichever is the earlier, but, in each case save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry 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, "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 document) 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

19. THAT subject to the passing of resolution 18, and in accordance with Section 570 of the Act, the Directors be generally 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 18 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 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 £584,331; and
- (b) pursuant to the authority given by paragraph (b) of resolution 18 above in connection with a rights issue,

as if Section 561(1) of the 2006 Act did not apply to any such allotment.

This power shall expire on the date of the next Annual General Meeting of the Company or on 30 June 2015, whichever is the earlier, save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities under any such an 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 18 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 (or if the Directors consider it necessary, as permitted by the rights of those securities), 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

20. 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:
  - (iii) 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 prior to the day on which the purchase is made; and
  - (iv) 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).

This authority shall expire on the date of the next Annual General Meeting of the Company or on 30 June 2015, whichever is the earlier, but, in each case, save that the company may, before such expiry, enter into a contract to purchase shares which will or may be executed wholly or partly after the expiry of such authority.

### Notice of general meetings, other than annual general meetings.

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

By order of the Board

2 March 2014

Capita Company Secretarial Services Limited  
**Corporate Secretary**

Al Noor Hospitals Group PLC  
2nd Floor, Ibex House, 42 – 47 Minories, London, EC3N 1DX.

## EXPLANATION OF RESOLUTIONS:

### RESOLUTION 1 – TO RECEIVE THE REPORT AND ACCOUNTS

The Directors are required to present the accounts, Directors' report and auditor's report to the meeting. These are contained in the Company's Annual Report and Financial Statements 2013.

### 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 70 to 81 in the 2013 Annual Report (excluding the Directors' Remuneration Policy). Resolution 2 is an advisory vote.

### RESOLUTION 3 – TO APPROVE THE DIRECTORS' REMUNERATION POLICY

Shareholders are invited to vote on the Directors' Remuneration Policy, which appears on pages 71 to 76 in the 2013 Annual Report, and which, if approved by shareholders, will take effect immediately after the conclusion of the AGM on 1 April 2014. The Resolution is a binding vote.

### RESOLUTION 4 – TO DECLARE A FINAL DIVIDEND

The Board proposes a final dividend of 9p per share for the year ended 31 December 2013. If approved, the recommended final dividend will be paid on 11 April 2014 to all ordinary shareholders who are on the register of members on 14 March 2014. The shares will be marked ex-dividend on 12 March 2014.

### RESOLUTIONS 5 TO 13 – ELECTION OF DIRECTORS

The Company's Articles of Association require that any Director appointed by the Board, retire and seek election at their first AGM and following appointment every three years. This being the Company's first AGM, all Directors will seek election by shareholders. In subsequent years, all members of the Board wishing to continue their appointment will seek re-election at the AGM in accordance with the provisions of the UK Corporate Governance Code.

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 group. 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.

Full biographies of all the directors are set out in the Company's 2013 Annual Report and are also available for viewing on the Company's website ([www.alnoorhospital.com](http://www.alnoorhospital.com)).

### RESOLUTION 5 – TO ELECT IAN TYLER AS A DIRECTOR

**Role:** Non-Executive 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 Tyler joined the company in June 2013. Preceding this appointment Ian was Chief Executive of Balfour Beatty Plc from January 2005 to March 2013. Furthermore Ian previously held various roles within Balfour Beatty from 1996.

He is currently a non-executive director of Cable & Wireless Communications Plc, BAE Systems Plc, Cairn Energy Plc, and non-executive chairman of Bovis Homes Group Plc.

Ian is a chartered accountant. Ian's full biography can be found on page 62 of the 2013 Annual Report and Accounts.

### RESOLUTION 6 – TO ELECT DR KASSEM ALOM AS A DIRECTOR

**Role:** Chief Executive Officer

**Appointment to the Board:** 5 June 2013

**Committee membership:** Nomination Committee, Quality Committee

Dr Alom has been the founder and Chief Executive Officer of the Company since its inception in 1985, having previously owned a private clinic in Abu Dhabi. 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.

Dr Kassem's full biography can be found on page 62 of the 2013 Annual Report and Accounts.

### RESOLUTION 7 – TO ELECT MUBARAK MATAR AL HAMIRI AS A DIRECTOR

**Role:** Independent Non-Executive Director

**Appointment to the Board:** 5 June 2013

**Committee membership:** Nomination Committee

Mr 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. He holds a Bachelors' degree in Computer Science and a Certification in Risk Management and Financial Consultancy.

Mubarak's full biography can be found on page 63 of the 2013 Annual Report and Accounts.

### RESOLUTION 8 – TO ELECT FAISAL BELHOUL AS A DIRECTOR

**Role:** Non-Executive Director

**Appointment to the Board:** 5 June 2013

**Committee membership:** Remuneration Committee

Mr Belhoul is a Non-Executive Director of the Company and also the founder and Managing Partner of Ithmar Capital. He chairs the UAE Private Hospital Council, the UAE Private Schools Council, and the Pharmaceutical & Healthcare Equipment Business Group of the Dubai Chamber of Commerce and Industry. Educated in the United States, he studied Manufacturing Engineering at Boston University.

Faisal's full biography can be found on page 62 of the 2013 Annual Report and Accounts.

#### RESOLUTION 9 – TO 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 Non-Executive Director and is also the head of strategic relations at Mubadala Development Company PJSC. He represents Sheikh Mohammed Bin Butti Al Hamed, who is a major shareholder, on the Company's Board of Directors.

Sheikh Mansoor's full biography can be found on page 62 of the 2013 Annual Report and Accounts.

#### RESOLUTION 10 – TO ELECT SEAMUS KEATING AS A DIRECTOR

**Role:** Independent Non-Executive Director

**Appointment to the Board:** 5 June 2013

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

Mr Keating undertakes the role of Senior Independent Director on the Board. Mr Keating 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 is currently Non-Executive Director of First Derivatives Plc and is a fellow of the Chartered Institute of Management Accountants.

Seamus's full biography can be found on page 62 of the 2013 Annual Report and Accounts.

#### RESOLUTION 11 – TO ELECT KHALDOUN HAJ HASAN AS A DIRECTOR

**Role:** Non-Executive Director

**Appointment to the Board:** 7 November 2013

**Committee membership:** N/A

Mr Haj Hasan is a Non-Executive Director of the company and is the co-founder of Ithmar Capital which is one of the most prominent private equity houses targeting investments in growth and buyout situations across the GCC region.

He holds a Bachelor of Science and Masters of Science in Manufacturing Engineering as well as an MBA.

Khaldoun's full biography can be found on page 63 of the 2013 Annual Report and Accounts.

#### RESOLUTION 12 – TO ELECT AHMAD NIMER AS A DIRECTOR

**Role:** Non-Executive Director

**Appointment to the Board:** 5 June 2013

**Committee membership:** Quality Committee

Mr Nimer is a Non-Executive Director and is currently the Chief Executive Officer of United Al Saqer Group LLC and a board member of the Gulf Catering Company. Prior to this he served as a partner of Deloitte & Touche LLP from 2002 to 2011.

He 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.

Ahmad's full biography can be found on page 62 of the 2013 Annual Report and Accounts.

#### RESOLUTION 13 – TO ELECT WILLIAM J. WARD AS A DIRECTOR

**Role:** Independent Non-Executive Director

**Appointment to the Board:** 5 June 2013

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

Mr W. J. Ward Jr is 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 Sommer Scholars leadership programme.

He is a former senior healthcare executive with more than 30 years of experience in healthcare finance and operations. Furthermore he is the author of two textbooks and numerous articles and has lectured widely on a variety of healthcare financial and operation subjects.

William J's full biography can be found on page 63 of the 2013 Annual Report and Accounts.

#### RESOLUTION 14 – TO ELECT WILLIAM S. WARD AS A DIRECTOR

**Role:** Independent Non-Executive Director

**Appointment to the Board:** 7 November 2013

**Committee membership:** Nomination Committee, Quality Committee

Mr W. S. Ward is an independent Non-Executive Director of the company and has over 30 years of experience in healthcare.

He is a qualified Chartered Secretary and has Certification in Management and Advanced Management Programmes.

William S's full biography can be found on page 63 of the 2013 Annual Report and Accounts.

#### 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, 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 – ELECTRONIC COMMUNICATIONS

This resolution seeks to allow the Company to take advantage of electronic communications rules in the Companies Act 2006 (the "Act"). These rules concern communications between companies, shareholders and others.

The resolution, if passed, would allow the Company to use electronic communications with shareholders as the default position by placing documents such as the annual financial report and accounts on a website rather than having to send them in hard copy. The Company will notify shareholders,

by post or email if they have provided an email address, that the document is available on the website. Shareholders can, however, ask for a hard copy of any document at any time.

Under the Act, the Company can write to shareholders asking for their consent to receive communications via the website, or by other electronic means. Such request may apply to all documents including but not limited to, the annual financial report and accounts, notices of general meetings, any documents which the Company is required to send to shareholders under the Financial Conduct Authority's Listing Rules, or other rules the Company is subject to, and any documents sent pursuant to the Articles of Association. A shareholder who does not respond within 28 days of receiving such request the notice will be deemed to have consented to use of the website and receiving documents via electronic means.

If this resolution is passed, the new arrangements are expected to result in potential administrative, printing and postage cost savings for the Company, whilst preserving shareholders' rights to receive hard copy documents if they wish.

#### RESOLUTION 18 – TO AUTHORISE THE DIRECTORS TO ALLOT ORDINARY 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 2 March 2014, being the last practicable date before the publication of this Notice.

Paragraph (b) under resolution 18 will grant the directors additional authority to allot new shares and grant rights to subscribe for, or convert other securities into, shares 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 ordinary share capital of the Company as at 2 March 2014. This total amount (before any reduction) represents approximately two-thirds of the issued share capital of the Company as at 2 March 2014, being the last practicable date before the publication of this Notice.

This resolution complies with guidance issued by the ABI in December 2008 (and revised in 2009) to allot a maximum aggregate nominal amount which represents no more than two-thirds of the Company's issued ordinary share capital in connection with a rights issue. In addition, in accordance with ABI guidance, it is envisaged that if the authority under paragraph (b) of resolution 18 is utilised, all of the directors will be offering themselves up for re-election at the Company's next AGM.

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.

This authority will expire at the earlier of 30 June 2015 and the conclusion of the Company's next AGM. It is the intention of the directors to seek renewal of each aforementioned authority, every year.

#### RESOLUTION 19 – 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 19 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (a) of resolution 18, 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 £584,331, equivalent to five per cent of the total issued ordinary share capital of the Company as at 2 March 2014, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

The purpose of paragraph (b) of resolution 19 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (b) of resolution 18, 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 corporate governance guidelines.

It is the directors' intention to adhere to the provisions of the Pre-emption Group's Statement of Principles not to allot shares on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company over a three year rolling period, without prior consultation with shareholders.

This authority will expire at the earlier of 30 June 2015 or the conclusion of the Company's next AGM. It is the intention of the directors to seek to renew this authority every year.

#### RESOLUTION 20 – TO APPROVE THE PURCHASE OF THE COMPANY'S OWN SHARES

This resolution would, if passed, authorise the Company to make market purchases of up to 11,686,620 of its own ordinary shares, representing just under 10% of the Company's issued ordinary share capital as at 2 March 2014. 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 AGM. 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. The Company currently has no shares held in treasury.

**RESOLUTION 21: 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. AGM's will always be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings.

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.

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

## 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 28 March 2014 (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 12.30pm. 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](mailto: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 Asset Services, 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](http://www.capitashareportal.com). In each case, for proxy appointments to be valid, they must be received by no later than 1.00pm on Friday 28 March. 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://euroclear.com/site/public/EU>). 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 28 March 2014. 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 2 March 2014 (being the last 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 2 March 2014 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 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 4 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](http://www.alnoorhospital.com).