

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“**AGM**”) of Makkah & Madinah Holdings Limited (the “Company”) shall be held at **7th Floor, Rose Rayhaan by Rotana, Sheikh Zayed Road, Dubai, United Arab Emirates** at **11 o’clock a. m.** Gulf Standard Time on 23 June 2014:

The following resolutions will be considered by the holders of Class “A” voting shares in the capital of the Company (“**Shareholders**”) and, if thought fit by the Shareholders, passed at the AGM:

Ordinary Resolutions:

- 1) That the report of the Directors and the audited accounts of the Company for the year ended on 31 December 2013 be and hereby are received and adopted.
- 2) That Mr Khaled Alhusseini be and hereby is elected as a director of the Company.
- 3) That Mr. Khaled Majdalani (a.k.a. Nicholas Majdalani) be and hereby is elected a director of the Company.
- 4) That BDO LLP be and hereby are appointed as the auditors of the Company and that the Directors be authorised to fix their remuneration.

No business requiring the passing of Special Resolutions is proposed and the Directors do not propose any further business to be laid before Shareholders at the AGM.

By order of the Board,

Muin El Saleh, B. Eng, M. B. A., Director
5 June 2014

MAKKAH & MADINAH HOLDINGS LIMITED

PROXY

I*/We*, _____ (←name) being a Shareholder of the above Company holding _____ (←no. of Shares held) Shares HEREBY APPOINT _____ (←name of proxy) of _____ (←address of proxy) or, failing him, the Chairman of the Annual General Meeting to be my*/our* proxy to vote for me*/us* at the meeting of Shareholders to be held on 23 June 2014; and at any adjournment(s) thereof.

* Please delete whichever does not apply

Voting Instructions:

Sequence	ORDINARY RESOLUTION	In favour [†]	Against [†]
1)	That the report of the Directors and the audited accounts of the Company for the year ended on 31 December 2013 be and hereby are received and adopted.		
2)	That Mr Khaled Alhusseini be and hereby is elected as a director of the Company.		
3)	That Mr. Khaled Majdalani (a.k.a. Nicholas Majdalani) be and hereby is elected a director of the Company.		
4)	That BDO LLP be and hereby are appointed as the auditors of the Company and that the Directors be authorised to fix their remuneration.		

[†] Please see Notes to the Proxy Form for details on voting procedures.

Dated this ____ day of June 2014

Signature of Shareholder

← please sign here

NOTES TO THE PROXY FORM

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'.
5. To appoint a proxy using this form, the form must be completed and signed.
6. If you received this notice at a United Kingdom address, please send or deliver to Company's Registrar: Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and if you received this notice at a non-United Kingdom address then please send or deliver to the Company at Makkah & Madinah Holdings Limited, 1701, Reef Tower, Jumeirah Lakes Towers, P.O. Box 126822, Dubai, United Arab Emirates; so as to be received by Company's Registrar no later than 10:00 a.m. on 20 June 2014; or by the Company no later than 10:00 a. m. on 22 June 2014.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by contacting the Company at ir@mm-holdings.com . For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 10:00 a.m. on 22 June 2014.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the Instructions given to a previously appointed proxy, must be transmitted so as to be received by Computershare Investor Services plc or the Company by 10:00 a.m. on 20 June 2014.
11. 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).
12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.