

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Makkah & Madinah Holdings Limited (the "Company") shall be held at **11 o'clock a. m.** Gulf Standard Time on **16 June 2015** at **3rd floor, Rose Rayhaan by Rotana, Sheikh Zayed Road, Dubai, United Arab Emirates.**

All holders of class A voting shares of par value £ 0.005 each (the "**Shares**") in the capital of the Company (the "**Voting Shareholders**") whose shareholdings appear in the register of members of the Company as at close of business on 11th June 2015 shall be entitled to attend the Annual General Meeting and vote on the business to be considered at the meeting, either in person or through a proxy in accordance with the terms set out in the proxy form enclosed with this notice:

At the meeting the following business will be conducted:

Ordinary Resolutions:

- a) To receive and, if thought fit, to adopt the report of the Directors of the Company and the audited accounts of the Company for the year ended on 31 December 2014
- b) To authorise the Directors to appoint KPMG Lower Gulf Limited as the auditors of the Company and to fix their remuneration

The Directors do not propose that any further business be laid before Voting Shareholders at the Annual General Meeting.

By order of the Board,



Muin Elsaleh, B. Eng., M. B. A.,
Director
27 May 2015

MAKKAH & MADINAH HOLDINGS LIMITED

PROXY

I*/We*, _____ (←name) being a Voting 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 General Meeting to be my*/our* proxy to vote for me*/us* at the meeting of Voting Shareholders to be held on the 16 June 2015; 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 2014 are received hereby and adopted		
2)	That KPMG Lower Gulf Limited are hereby appointed as the auditors of the Company and the Directors are authorised to fix their remuneration		

[†] If they wish to direct their proxy to vote in a particular way **on any of the resolutions proposed, Shareholders should indicate this by writing a cross "X" in the relevant box on the right above.**

Dated this ____ day of June 2015

Signature of Voting Shareholder ← please sign here

NOTES TO THE PROXY FORM

1. As a Voting Shareholder 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 Voting Shareholder 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;
 - . 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 Prime Investments Group Limited (JLT) Branch, 17th Floor, Reef Tower, Jumeirah Lakes Towers, Sheikh Zayed Road, P. O. Box 128622, Dubai, United Arab Emirates.
 - . to be received by Company's Registrar or the Company, as the case may be, no later than 10:00 a.m. UK time on 15th June 2015.
6. In the case of a Voting shareholder 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.
7. 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.
8. 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. UK time on 15 June 2015.
9. Depositary Interest holders who wish to vote must lodge their completed Form of Instruction at the Company's Registrar by 10:00 a.m. UK time on 12 June 2015.
10. 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).
11. 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.