

## **MEDICLINIC INTERNATIONAL PLC**

(incorporated and registered in England and Wales under number 08338604)

### **NOTICE OF ANNUAL GENERAL MEETING 2018**

**The Lincoln Centre, 18 Lincoln's Inn Fields, London, WC2A 3ED, United Kingdom**

**Wednesday, 25 July 2018 at 15:00 (BST)**

#### **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 advice from your stockbroker, solicitor/attorney, accountant, Central Securities Depository Participant ("CSDP"), banker or other independent professional advisor immediately.

If you have sold or otherwise transferred all of your shares, please pass this document, together with the relevant 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.

Your attention is drawn to the letter from the Chairman of the Company, which is set out on page 1 of this document, and which recommends you to vote in favour of the resolutions to be proposed at the annual general meeting.

The notice of the annual general meeting of the Company, to be held at **15:00 (BST)** on **Wednesday, 25 July 2018** at The Lincoln Centre, 18 Lincoln's Inn Fields, London, WC2A 3ED, United Kingdom, is included in this document. Shareholders will also find enclosed with this document a form of proxy for use in connection with the annual general meeting. To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, by no later than **15:00 (BST)** on **Monday, 23 July 2018**. Completion and return of a form of proxy will not preclude shareholders from attending and voting at the annual general meeting should they choose to do so. Further instructions relating to the form of proxy are set out in the notice of the annual general meeting.

# CONTENTS

1	Chairman's Letter
2	Notice of Annual General Meeting
9	Biographies of Directors
15	Shareholder Notes
18	Company Information
20	Venue and Directions
<b>Enclosed</b>	Form of Proxy

# CHAIRMAN'S LETTER



Dear Shareholder

## ANNUAL GENERAL MEETING: 25 JULY 2018

I am pleased to invite you to the annual general meeting (the "Meeting") of Mediclinic International plc (the "Company") to be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London, WC2A 3ED, United Kingdom on **Wednesday, 25 July 2018 at 15:00** (BST).

### Resolutions and explanatory notes

The formal notice convening the Meeting (the "Notice") is set out on pages 2 to 8 of this document and includes explanatory notes to each of the resolutions to be proposed at the Meeting. There will be an opportunity for you to raise questions at the Meeting about the resolutions set out in the Notice and about the business of the Company.

### Attendance and voting in person or by proxy

All resolutions for consideration at the Meeting will be voted on by way of a poll, rather than a show of hands. This means that shareholders will have one vote for each ordinary share held. 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.

If you are entitled to, but unable to attend and vote at the Meeting, you may appoint a proxy to vote on your behalf. Please carefully read the provisions included in the Shareholder Notes set out on pages 15 - 17 regarding the actions required by shareholders. If you are in any doubt as to the action you should take, please consult your stockbroker, solicitor/attorney, accountant, CSDP, banker or other independent professional advisor immediately.

### Electronic participation

Shareholders are able to attend and participate, but not vote, at the Meeting by way of a live audio webcast. Should you wish to make use of this facility, please contact Jayne Meacham by email at [jayne.meacham@linkgroup.co.uk](mailto:jayne.meacham@linkgroup.co.uk) or telephone on +44 20 7954 9569. For the benefit of our shareholders on the South African securities register, the webcast will commence at **15:00 (BST) / 15:00 (WAT) / 16:00 (SAST)**.

### Further information

Further information relating to the Company and its financial information can be found in the Company's Annual Report and Financial Statements for the year ended 31 March 2018, which was circulated at the same time as this Notice and is also available on our Company website at [www.mediclinic.com](http://www.mediclinic.com). The Company's website contains a variety of other information including previous annual reports, investor presentations, share price data and the Group's corporate governance practices.

### Recommendation

The Board of Directors (the "Board" or the "Directors") believes that resolutions 1 to 21 contained in the Notice are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions, as they intend to do the same in respect of their own beneficial shareholdings.

Yours faithfully

A handwritten signature in black ink, appearing to read "Hertzog".

**Dr Edwin Hertzog**  
Non-executive Chairman

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2018 annual general meeting (the “**Meeting**”) of Mediclinic International plc (the “**Company**”) will be held at The Lincoln Centre, 18 Lincoln’s Inn Fields, London, WC2A 3ED, United Kingdom on **Wednesday, 25 July 2018 at 15:00** (BST).

You will be asked to consider and, if thought fit, to pass the resolutions below. Resolutions 1 to 18 will be proposed as ordinary resolutions. For an ordinary resolution to be passed, a simple majority of the votes cast must vote in favour of the resolution. Resolutions 19 to 21 will be proposed as special resolutions. For a special resolution to be passed, at least 75% of the votes cast must vote in favour of the resolution.

## ORDINARY RESOLUTIONS

### **Resolution 1: Annual Financial Statements and Directors' Report**

1. To receive the Company's annual financial statements for the financial year ended 31 March 2018 together with the Directors' Report and the auditors' report on those financial statements.

*Explanatory note:*

*Under the UK Companies Act 2006, the Directors are required to present the annual financial statements, Directors' Report and auditors' report to the Meeting. These are contained in the Company's 2018 Annual Report and Financial Statements for the year ended 31 March 2018 (“**2018 Annual Report**”), available on the Company's website at [www.mediclinic.com](http://www.mediclinic.com).*

### **Resolution 2: Directors' Remuneration Report**

2. To approve the Directors' Remuneration Report set out on pages 130 to 159 of the Company's 2018 Annual Report for the year ended 31 March 2018 (excluding the Directors' Remuneration Policy included in the report).

*Explanatory note:*

*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 130 to 159 in the 2018 Annual Report (excluding the Directors' Remuneration Policy). In accordance with the UK Companies Act 2006, resolution 2 is an advisory vote only and the Directors' entitlement to receive remuneration is not conditional thereon. The resolution and vote are a means of providing shareholder feedback to the Board.*

### **Resolution 3: Final Dividend**

3. To declare a final cash dividend recommended by the Board for the year ended 31 March 2018 of 4.70 pence per ordinary share payable to the Company's shareholders, who are registered as such on the record date of **Friday, 15 June 2018**.

*Explanatory note:*

*The Board proposes a final cash dividend of 4.70 pence per share for the year ended 31 March 2018. If approved, the recommended final dividend will be paid on Monday, 30 July 2018 to all ordinary shareholders who are registered as such on the record date of Friday, 15 June 2018. Shareholders on the South African register will be paid the ZAR cash equivalent of 79.52400 cents per share (63.61920 cents net of dividend withholding tax). South African resident shareholders may be paid all or part of the dividend under the Dividend Access Trust. Further information about the timetable for the final dividend is included in the results announcement dated 24 May 2018, available on the Company's website at [www.mediclinic.com](http://www.mediclinic.com).*

### **Resolutions 4 to 14: Election and Re-election of Directors**

#### **Election of Directors**

4. To elect Dr Ronnie van der Merwe, serving as the Chief Executive Officer of the Company, as a director of the Company.
5. To elect Dr Muhadditha Al Hashimi, serving as an independent non-executive director of the Company, as a director of the Company.
6. To elect Dr Felicity Harvey, serving as an independent non-executive director of the Company, as a director of the Company.

#### **Re-election of Directors**

7. To re-elect Mr Jurgens Myburgh, serving as the Chief Financial Officer of the Company, as a director of the Company.

8. To re-elect Dr Edwin Herzog, serving as the non-executive Chairman of the Company, as a director of the Company.
9. To re-elect Mr Jannie Durand, serving as a non-executive director of the Company, as a director of the Company.
10. To re-elect Mr Alan Grieve, serving as an independent non-executive director of the Company, as a director of the Company.
11. To re-elect Mr Seamus Keating, serving as an independent non-executive director of the Company, as a director of the Company.
12. To re-elect Mr Trevor Petersen, serving as an independent non-executive director of the Company, as a director of the Company.
13. To re-elect Mr Desmond Smith, serving as the senior independent director of the Company, as a director of the Company.
14. To re-elect Mr Danie Meintjes, serving as an executive director of the Company (but to continue as a non-executive director from 1 August 2018), as a director of the Company.

*Explanatory note:*

*In accordance with the Company's Articles of Association, any director appointed as such by the Board of Directors shall retire at the following annual general meeting and shall be eligible for election. Dr Van der Merwe, Dr Al Hashimi and Dr Harvey were appointed by the Board on 1 June 2018, 1 November 2017 and 3 October 2017 respectively, and will retire and seek election by the shareholders at the Meeting.*

*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. All of the directors, with the exception of the directors appointed by the Board subsequent to the previous annual general meeting of the Company, are retiring and seek re-election at the Meeting.*

*The biographical details of all the Directors seeking election or re-election at the Meeting are set out on pages 9 to 14 of this Notice.*

*Mr Pieter Uys was appointed as an alternate director to Mr Durand on 7 April 2016. Mr Uys will continue that appointment beyond the Meeting without seeking election by shareholders. If the resolution to re-elect Mr Durand is not passed by shareholders at the Meeting, the alternate directorship of Mr Uys will cease immediately.*

*Following the external Board evaluation process concluded in March 2018 and a recommendation from the Nomination Committee, the Board is satisfied that each of the directors continues to be effective, demonstrates a commitment to the role, and 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 internationally, and experience of public companies listed on the London Stock Exchange. The Board of Directors therefore recommends the re-election of all the Directors seeking re-election, as well as the election of Dr Van der Merwe, Dr Al Hashimi and Dr Harvey who were appointed since the last annual general meeting and seek election.*

*The Board considers Dr Al Hashimi, Mr Grieve, Dr Harvey, Mr Keating, Mr Petersen and Mr Smith to be independent non-executive directors in accordance with provision B.1 of the UK Corporate Governance Code. None of the independent non-executive directors seeking election or re-election at the Meeting 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.*

*Remgro Limited, through wholly-owned subsidiaries, ("Remgro") holds 44.56% of the issued ordinary shares of the Company and is therefore regarded as a controlling shareholder of the Company, for the purposes of the Listing Rules. The Listing Rules require that independent non-executive directors of a company with a controlling shareholder must 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. The resolutions for the election or re-election of the independent non-executive directors (resolutions 5 to 6 and 10 to 13) of the Company will therefore be taken on a poll and the votes cast by (i) independent shareholders; and (ii) 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. Mr Durand is a representative of the Company's controlling shareholder, Remgro, and is therefore not considered to be independent as contemplated by provision B.1.1 of the UK Corporate Governance Code.

As previously announced, the Board approved the appointment of Mr Meintjes as a non-executive director of the Company from 1 August 2018. The Board considers this appointment to be in the best interests of the Company, its shareholders and other stakeholders in view of the wealth of knowledge and experience he has gained over 30 years at Mediclinic. Mr Meintjes is standing for re-election as an executive director until 31 July 2018, whereafter he will continue as a non-executive director.

#### **Resolution 15: Re-appointment of Auditors**

15. To re-appoint PricewaterhouseCoopers LLP as the Company's auditors, to hold office from the conclusion of this Meeting until the conclusion of the next general meeting at which annual financial statements are laid before the Company's shareholders.

*Explanatory note:*

*At each general meeting at which the Company's annual financial statements 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 and Risk Committee, recommends the re-appointment of PricewaterhouseCoopers LLP as auditors of the Company.*

#### **Resolution 16: Remuneration of Auditors**

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

*Explanatory note:*

*The remuneration of the Company's auditors must be fixed by the Company in a general meeting or in such manner as the Company may determine in a general meeting. This resolution gives authority to the Audit and Risk Committee to determine the remuneration of the Company's auditors.*

#### **Resolution 17: Authority to Make Political Donations**

17. To authorise, in accordance with Part 14 of the UK Companies Act 2006 (the "Act"), the Company and all companies that are subsidiaries of the Company at the date on which this resolution is passed, or at any time when this resolution has effect to:
  - (a) make political donations to political parties and/or independent election candidates;
  - (b) make political donations to political organisations other than political parties; and
  - (c) incur political expenditure,

(as such terms are defined in the Act), up to an aggregate amount of £100 000, and the amount authorised under each of paragraphs (a) to (c) above shall also be limited to such amount, during the period beginning on the date of the passing of this resolution and ending at the conclusion of the next annual general meeting of the Company to be held in 2019, or 31 August 2019, whichever is earlier, provided that the authorised sums referred to above may comprise one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company or its subsidiary (as appropriate) enters into any contract or undertaking in relation to the same or at such other rate as the Directors of the Company may in their absolute discretion determine to be appropriate. Upon the passing of this resolution, all existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act shall be revoked without prejudice to any donation made, or expenditure incurred, prior to the passing of this resolution pursuant to such authorisation or approval. For the purpose of this resolution, the terms "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" shall have the meanings given by sections 363 to 365 of the Act.

*Explanatory note:*

*This resolution seeks to authorise the Company and its subsidiaries to make political donations and incur political expenditure, as contemplated in the Act. Under the Act, political donations to any political parties, independent election candidates or political organisations other than political parties, or the*

incurred of political expenditure are prohibited unless authorised by shareholders in advance. Although it is not the policy of the Company to make political donations, as contemplated in the Act, normal business activities of the Company, which might not be considered political donations or expenditure in the normal sense, may be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the Act. Sponsorships, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or reform, may fall within the scope of these matters. The Board has therefore decided to propose this resolution 17.

As permitted under the Act, this resolution also covers any political donations made or political expenditure incurred by any subsidiaries of the Company. This resolution 17 caps the amount of all forms of political donations and expenditure that the company and its subsidiaries would be permitted to make at an aggregate of £100 000.

As reported in the 2018 Annual Report, Hirslanden has made payments to a number of political parties, institutions and associations in Switzerland which totalled CHF30 000 (2017: CHF8 000) during the financial year ended 31 March 2018. Contributing to political campaigns through third-party contributions is an official and standard practice in Switzerland. For the avoidance of doubt, these contributions are not considered political payments as contemplated in Part 14 of the Act.

#### **Resolution 18: Authority to Allot Ordinary Shares**

18. To generally and unconditionally authorise the Board, in substitution for any existing authority, but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, pursuant to and in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £24 329 045.70 (representing 243 290 457 ordinary shares) (such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in the Act) up to a nominal amount of £48 658 091.40 (representing 486 580 914 ordinary shares) (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer or way of a rights issue:
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary, expedient or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company to be held in 2019, or 31 August 2019, whichever is earlier, save that the Company may, before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry; and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

#### *Explanatory note:*

*The purpose of this resolution 18 is to give the Directors authority to allot shares in place of the existing authority approved at the annual general meeting of the Company held on 25 July 2017, which expires at the end of the 2018 annual general meeting.*

*The authority in paragraph (a) of the resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £24 329 045.70 (representing 243 290 457 ordinary shares), which is equivalent to approximately 33% of the total issued ordinary share capital of the Company as at 23 May 2018, which is the latest practicable date prior to publication of this Notice.*

*The authority in paragraph (b) of the resolution will allow the Directors 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 nominal value of £48 658 091.40 (representing 486 580 914 ordinary shares), which is equivalent to approximately 66% of the total issued ordinary share capital of the Company excluding treasury shares as at 23 May 2018.*

which is the latest practicable date prior to publication of this Notice (such amount to be reduced by the amount of any relevant securities issued under the authority conferred by paragraph (a) of resolution 18).

*The Company does not currently hold any shares in treasury.*

*The Board has no present intention of exercising these authorities other than in relation to the Company's employee share schemes, but the Board believes it is in the best interests of the Company to have these authorities so that the Board can allot securities at short notice and without the need to hold a general meeting if the need arises. The extent of the authority follows the guidelines issued by institutional investors.*

*The authorities sought in paragraphs (a) and (b) of resolution 18 are without prejudice to previous allotments made under such existing authorities.*

*The authorities will only be valid until the conclusion of the next annual general meeting of the Company to be held in 2019, or 31 August 2019, whichever is earlier.*

## **SPECIAL RESOLUTIONS**

### ***Resolution 19: Authority to Disapply Pre-emption Rights***

19. That, if resolution 18 above is passed, the Board be given power to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 19, by way of a rights issue only):
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) in the case of the authority granted under paragraph (a) of resolution 19 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £3 686 219.05,

such power to apply until the end of the next annual general meeting to be held in 2019, or 31 August 2019, whichever is earlier, but, in each case, during this period the Company may make offers and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

### ***Resolution 20: Additional Authority to Disapply Pre-emption Rights for Purposes of Acquisitions or Capital Investments***

20. That, if resolution 18 above is passed, the Board be given the power, in addition to any power granted under resolution 19 above, to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph (a) of resolution 18 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3 686 219.05; and
- (b) used only for the purposes of financing a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, or for the purposes of refinancing such a transaction within six months of it taking place,

such power to apply until the end of the next annual general meeting to be held in 2019, or 31 August 2019, whichever is earlier, but, in each case, during this period the Company may make offers and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

*Explanatory note for resolutions 19 and 20:*

*At the annual general meeting held on 25 July 2017, the Directors were given the authority to issue equity securities of the Company and sell treasury shares in exchange for cash until the 2018 annual general meeting.*

*Resolution 19 renews the Directors' power to allot equity securities and sell treasury shares in exchange for cash without first offering them to existing shareholders in proportion to their existing shareholdings. Equity securities include ordinary shares in the Company. Resolution 19 allows the Directors to issue equity securities and to sell treasury shares for cash on a non-pre-emptive basis: (i) to ordinary shareholders in proportion to their existing shareholdings and to holders of other equity securities as required by the rights of those securities, or as the Directors consider necessary, and to deal with, among other things, treasury shares, fractional entitlements and legal and practical problems in any territory, for example, in the case of a rights issue or other similar share issue; and (ii) otherwise, up to an aggregate nominal amount of £3 686 219.05 (representing 36 862 190 ordinary shares). This number represents approximately 5% of the issued share capital as at 23 May 2018, the latest practicable date prior to publication of this Notice.*

*On 12 March 2015, the Pre-Emption Group, an association of companies and investors that produces best practice guidance on disapplying pre-emption rights in the UK market, issued a revised Statement of Principles. This stated that, in addition to the previous standard annual disapplication of pre-emption rights up to a maximum equal to 5% of issued ordinary share capital, the Pre-Emption Group is now supportive of extending the general disapplication authority for certain purposes.*

*On 5 May 2016, the Pre-Emption Group published a monitoring report on the implementation of its 2015 Statement of Principles for Disapplying Pre-emption Rights and a recommended template resolution for disapplying pre-emption rights. The template recommends companies request authority to disapply pre-emption rights in respect of the additional 5% to be used when the Board considers the use to be for an acquisition or specified capital investment in accordance with the 2015 Statement of Principles as a separate resolution to the disapplication to issue shares on an unrestricted basis.*

*Resolution 20 seeks this separate authority. Where the authority granted under resolution 20 is used, the Company will disclose this in the announcement regarding the issue, the circumstances that have led to its use and the consultation process undertaken.*

*In accordance with the section of the Statement of Principles regarding cumulative usage of authorities within a rolling three-year period, the Directors also confirm their intention that (except in relation to an issue pursuant to resolution 20 in respect of the additional 5% referred to above) no more than 7.5% of the issued ordinary share capital will be issued for cash on a non-pre-emptive basis during any rolling three-year period, without prior consultation with shareholders.*

*The Directors have no present intention of exercising these powers but believe that this resolution will assist them in taking advantage of business opportunities as they arise.*

*These authorities are without prejudice to allotments made under previous authorities and will only be valid until the conclusion of the next annual general meeting to be held in 2019, or 31 August 2019, whichever is earlier.*

#### **Resolution 21: Notice of General Meetings, other than Annual General Meetings**

21. That a general meeting (other than an annual general meeting) of the Company may be called on not less than 14 clear days' notice.

*Explanatory note:*

*Under the Act, the notice period required for all general meetings of listed companies is 21 days, however, it is possible to reduce this period to 14 days (other than for annual general meetings), provided that the following two conditions are met: (i) that a company offers facilities for shareholders to submit proxy appointments by electronic means; and (ii) that there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 days to 14 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. This additional flexibility would only be used in limited and time-sensitive circumstances, where the Board considers relying on the authority to be to the advantage of shareholders as a whole. The approval will be effective until the Company's next annual general meeting, at which meeting it is intended to propose a similar resolution for approval.*

**Feedback from the Clinical Performance and Sustainability Committee**

The report by the Clinical Performance and Sustainability Committee (the “Committee”) included in the 2018 Annual Report, read with the **2018 Clinical Services Report** and the **2018 Sustainable Development Report** published on the Company’s website at [www.mediclinic.com](http://www.mediclinic.com), will serve as the Committee’s feedback to the Company’s shareholders on the matters within its mandate at the Meeting. Any specific questions to the Committee may be sent to the Company Secretary prior to the Meeting. Certain South African subsidiaries of the Company are required to appoint a social and ethics committee in terms of the South African Companies Act, unless such companies are subsidiaries of another company that has a social and ethics committee, and the social and ethics committee of that company will perform the functions required by this regulation on behalf of that subsidiary company. The Committee, in fulfilling its role to (a) promote a culture of excellence in patient safety, quality of care and patient experience by, *inter alia*, monitoring the clinical performance of the Group; and (b) ensuring that the Group is and remains a good and responsible corporate citizen by monitoring the sustainable development performance of the Group, also performs the statutory functions required of a social and ethics committee in terms of the South African Companies Act, 71 of 2008.

By order of the Board.

**Link Company Matters Limited**

*Company Secretary*

Mediclinic International plc  
6th Floor, 65 Gresham Street, London, EC2V 7NQ  
22 June 2018

# BIOGRAPHIES OF DIRECTORS



## **Resolution 4: Dr Ronnie van der Merwe**

*Chief Executive Officer*

*Nationality: South African*

*Committee memberships: Clinical Performance and Sustainability Committee, Investment Committee*

Dr Ronnie van der Merwe was appointed as an executive director and Chief Executive Officer of the Company on 1 June 2018. He is a specialist anaesthetist who worked in the medical insurance industry before joining the Group in 1999 as Clinical Manager. He established the Clinical Information, Advanced Analytics, Health Information Management and Clinical Services functions at Mediclinic, and subsequently served as the Mediclinic Group's Chief Clinical Officer. He was appointed as a director of Mediclinic International Limited in 2010 up to the combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited. He also serves as a non-executive director of Spire Healthcare Group plc from 24 May 2018.

Qualifications: Dr Van der Merwe holds a Bachelor of Medicine and Bachelor of Surgery from the University of Stellenbosch (MB,ChB); a Diploma in Anaesthetics from the College of Anaesthetists of South Africa (DA (SA)); the Fellowship of the College of Anaesthetists of South Africa (F.C.A. (SA)); and completed the Advanced Management Program at Harvard Business School.



## **Resolution 5: Dr Muhadditha Al Hashimi**

*Independent non-executive director*

*Nationality: Emirati*

*Committee membership: Clinical Performance and Sustainability Committee*

Dr Muhadditha Al Hashimi was appointed as an independent non-executive director of the Company on 1 November 2017. She is also a member of the board of trustees and the Audit and Compliance Committee of the University of Sharjah, and a member of the board of trustees of the UAE Nursing and Midwifery Council and the UAE Genetics Diseases Association. She is the campus director of Higher Colleges of Technology Sharjah Women's College in the UAE. Prior to her current positions, Dr Al Hashimi held the position of executive Dean of the Faculty of Health Sciences, Higher Colleges of Technology; acting deputy vice-chancellor of Academic Affairs at the Higher Colleges of Technology; Chief Executive Officer of the Mohammed Bin Rashid Al Maktoum Academic Medical Centre in Dubai; Deputy Chief Executive Officer of Tatweer LLC; Chief Executive Officer of Dubai Healthcare City (both members of Dubai Holding); and a director of education of the Harvard Medical School Dubai Centre.

Qualifications: Dr Al Hashimi obtained a Doctorate in Public Health from the University of Texas; a Master's degree in Clinical Laboratory Sciences from the University of Minnesota; and a Bachelor's degree in Medical Technology from the University of Minnesota.



#### **Resolution 6: Dr Felicity Harvey CBE**

*Independent non-executive director*

*Nationality: British*

*Committee membership: Clinical Performance and Sustainability Committee (Chair)*

Dr Felicity Harvey was appointed as an independent non-executive director of the Company on 3 October 2017. She serves as a Visiting Professor at the Institute of Global Health Innovation at Imperial College London; is a non-executive director of Guy's and St Thomas' NHS Foundation Trust in London; a Trustee of Royal Trinity Hospice in London; and a member of the WHO Independent Oversight & Advisory Committee for Health Emergencies. Previously, she served as Director-General of Public and International Health at the UK Department of Health; Director of the UK Prime Minister's Delivery Unit, then HM Treasury's Performance and Reform Unit; Head of the Medicines; Pharmacy and Industry Group at the Department of Health; Director of Prison Health at Her Majesty's Prison Service; Head of Quality Management at NHS Executive and private secretary to the Chief Medical Officer of the Department of Health of the United Kingdom. Dr Harvey was appointed CBE in 2008.

**Qualifications:** Dr Harvey qualified in medicine in 1980; is an honorary fellow of the Royal College of Physicians; a fellow of the Faculty of Public Health; has an international MBA from Henley Management College; and has gained a Postgraduate Diploma in Clinical Microbiology at The Royal London Hospital College, University of London.



#### **Resolution 7: Mr Jurgens Myburgh**

*Chief Financial Officer*

*Nationality: South African*

*Committee membership: Investment Committee*

Mr Jurgens Myburgh was appointed as an executive director and Chief Financial Officer of the Company on 1 August 2016. Prior to joining the Mediclinic Group, he served as Chief Financial Officer at Dataatec Limited, an international information and communications technology group, which operates in over 60 countries, and before that worked at The Standard Bank of South Africa as Executive Vice President of Investment Banking.

**Qualifications:** Mr Myburgh holds an Honours degree in Accounting from the University of Johannesburg (B.Comm. (Hons)); and is a qualified Chartered Accountant with the South African Institute of Chartered Accountants.



#### **Resolution 8: Dr Edwin Hertzog**

*Non-executive Chairman*

*Nationality: South African*

*Committee memberships: Clinical Performance and Sustainability Committee, Investment Committee (Chair), Nomination Committee (Chair)*

Dr Edwin Hertzog\* was appointed as the non-executive Chairman of the Company on 15 February 2016. Prior to the combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited in 2016, he served as a director of Mediclinic International Limited from 1983 and as the Chairman from 1992. As a specialist anaesthetist, he was commissioned by the then Rembrandt group (now Remgro) in 1983 to undertake a feasibility study on the establishment of a private hospital group, and three years later, in 1986, Mediclinic International Limited (then Medi-Clinic Corporation Limited) was listed on the JSE. He was appointed as the first managing director of Mediclinic International Limited upon its establishment in 1983. He served as executive Chairman of Mediclinic from 1992 until August 2012 when he retired from his executive role, but remained on the Board as non-executive Chairman. He also serves as the non-executive deputy Chairman of Remgro and is a past Chairman of the council of the Stellenbosch University.

*Qualifications: Dr Hertzog holds a Bachelor of Medicine and Bachelor of Surgery (MB,ChB); Fellowship of the Faculty of Anaesthesiologists (SA); and a Doctor of Philosophy (PhD) (honoris causa).*

\* *Dr Hertzog's non-executive directorship of Remgro, as reported above, constitutes his other significant commitments for the purposes of Provision B.3.1 of the UK Corporate Governance Code.*



#### **Resolution 9: Mr Jannie Durand**

*Non-executive director*

*Nationality: South African*

*Committee memberships: Investment Committee, Nomination Committee*

Mr Jannie Durand\* was appointed as a non-executive director of the Company on 15 February 2016. Prior to the combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited in 2016, he served as a non-executive director of Mediclinic International Limited from 2012. He joined the Rembrandt group in 1996 and was appointed as the Chief Executive Officer of Remgro Limited in 2012, which holds a 44.56% interest in the Company. In his current role, with more than 20 years' experience in the investment industry, he acts as a non-executive director of various companies, including Distell Group Limited, FirstRand Limited, RCL Foods Limited and RMI Holdings Limited.

*Qualifications: Mr Durand holds an Honours degree in Accountancy from the University of Stellenbosch (B.Acc. (Hons)); a Master's of Philosophy in Management Studies from Oxford University (M.Phil. (Management Studies)); and is a qualified Chartered Accountant with the South African Institute of Chartered Accountants.*

\* *Mr Pieter Uys, the Head of Strategic Investment at Remgro Limited, is appointed as the alternate to Mr Durand since 7 April 2016. Prior to joining Remgro, Mr Uys was a founding member and ultimately became the Chief Executive Officer of the Vodacom group, one of the leading mobile networks in Africa.*

*Qualifications: Mr Uys holds an M.Eng. (Electrical) degree; and an MBA from the University of Stellenbosch.*



**Resolution 10: Mr Alan Grieve**

*Independent non-executive director*

*Nationality: British*

*Committee memberships: Audit and Risk Committee, Investment Committee*

Mr Alan Grieve was appointed as an independent non-executive director of the Company on 15 February 2016. Prior to the combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited in 2016, he served as an independent non-executive director of Mediclinic International Limited from 2012 and served as a director of Medi-Clinic Switzerland AG (now Hirslanden AG) from 2008 to 2012. He served as Chief Financial Officer of Reinet Investments Manager S.A. and Reinet Fund Manager S.A. from 2008 to 2011 and Chief Executive Officer from 2012 until he retired in 2014. He remains on the Board of both companies as a non-executive director. He served as Company Secretary of Richemont, the Swiss luxury goods group, from 1998 to 2004 and as Director of Corporate Affairs from 2004 to 2014. Prior to joining Richemont's predecessor companies in 1986, he worked with the international auditing firms now known as PricewaterhouseCoopers and Ernst & Young.

Qualifications: Mr Grieve holds a degree in Business Administration from Heriot-Watt University, Edinburgh; and is a member of the Institute of Chartered Accountants of Scotland.



**Resolution 11: Mr Seamus Keating**

*Independent non-executive director*

*Nationality: Irish*

*Committee memberships: Audit and Risk Committee, Investment Committee, Remuneration Committee*

Mr Seamus Keating was appointed as an independent non-executive director of the Company (then Al Noor Hospitals Group plc) on 5 June 2013 and continues to serve as a director of the Company following the combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited in 2016. He has over 20 years' experience in the global technology sector in finance and operational roles, and was a main board director of Logica plc from 2002 until April 2012. He was Chief Financial Officer of Logica plc from 2002 until 2010 when he became Chief Operating Officer and head of its Benelux operations. Prior to his role at Logica plc, he worked for the Olivetti Group in senior finance roles in the UK and Italy. He served as non-executive director and Chairman of the audit committee of Mouchel plc from November 2010 to September 2012. He is currently Chairman of First Derivatives plc, a non-executive director of BGL Group Limited, a non-executive director of Callcredit Information Group plc and a non-executive director of Mi-pay Group plc.

Qualifications: Mr Keating is a fellow of the Chartered Institute of Management Accountants.



**Resolution 12: Mr Trevor Petersen**

*Independent non-executive director*

*Nationality: South African*

*Committee memberships: Audit and Risk Committee, Nomination Committee, Remuneration Committee (Chair)*

Mr Trevor Petersen was appointed as an independent non-executive director of the Company on 15 February 2016. Prior to the combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited in 2016, he served as an independent non-executive director of Mediclinic International Limited from 2012. In 1996, he resigned from the University of Cape Town to take up a partnership in the merged firm of PricewaterhouseCoopers Inc. He served as a partner of the national firm from 1997 to 2009 and served as the partner-in-charge of Cape Town and as Chairman of the Western Cape region. He is an independent non-executive director on the board of Media24 (Pty) Ltd (a subsidiary of Naspers Limited) and is currently the managing trustee of the Woodside Village Trust. He has served professional membership associations such as the South African Institute of Chartered Accountants, and was elected the Chairman of the National Body in 2006 and 2007.

**Qualifications:** Mr Petersen holds an Honours degree in Accountancy from the University of Cape Town (B.Comm. (Hons)); and is a qualified Chartered Accountant with the South African Institute of Chartered Accountants.



**Resolution 13: Mr Desmond Smith**

*Senior Independent Director*

*Nationality: South African*

*Committee memberships: Audit and Risk Committee (Chair), Nomination Committee*

Mr Desmond Smith was appointed as an independent non-executive director of the Company on 15 February 2016. Prior to the combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited in 2016, he served as an independent non-executive director of Mediclinic International Limited from 2008 and as the lead independent director from 2010. He was the Chief Executive Officer of the Sanlam Group from April 1993 to December 1997 and of the Reinsurance Group of America (South Africa) ("RGA(SA)") from March 1999 to March 2005. He is currently Chairman of RGA(SA) and retired as Chairman of Sanlam Group in June 2017. During his career, he has served on various boards and was president of both the Actuarial Society of South Africa (1996) and the International Actuarial Association (2012).

**Qualifications:** Mr Smith holds a Bachelor of Science (B.Sc.) degree; is a fellow of the Actuarial Society of South Africa; and completed an International Senior Managers Program at Harvard Business School.



***Resolution 14: Mr Danie Meintjes***

*Executive director*

*Nationality: South African*

*Committee memberships: Clinical Performance and Sustainability Committee, Investment Committee*

Mr Danie Meintjes served as the Chief Executive Officer of the Mediclinic Group from 2010 up to his retirement on 1 June 2018, remaining on the Board as an executive director and awaiting himself for re-election as a director at the Company's annual general meeting on 25 July 2018. Subject to his re-election, he will remain on the Board as an executive director until 31 July 2018, whereafter he will serve as a non-executive director from 1 August 2018. He was appointed as an executive director and Chief Executive Officer of the Company on 15 February 2016. Prior to the combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited in 2016, he served as the Chief Executive Officer of Mediclinic International Limited from 2010. He has served in various management positions in the Remgro group before joining the Mediclinic Group in 1985 as the hospital manager of Mediclinic Sandton. He was appointed as a member of Mediclinic's Executive Committee in 1995 and as a director in 1996. He was seconded to serve as a senior executive of the Group's operations in Dubai in 2006, and appointed as the Chief Executive Officer of Mediclinic Middle East in 2007. He served as a non-executive director of Spire Healthcare Group plc from 2015, from which position he retired on 24 May 2018.

Qualifications: Mr Meintjes holds an Honours degree in Industrial Psychology from the University of the Free State; and completed the Advanced Management Program at Harvard Business School.

# SHAREHOLDER NOTES

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

1. To be entitled to attend and vote at the Meeting (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 close of trading on Monday, 23 July 2018 (or, in the event of any adjournment, close of business 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. In alignment with best practice for listed companies, it is the current intention that each of the resolutions to be put to the Meeting 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. **Dispatch instructions:** To be valid, any form of proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be returned by no later than **15:00 (BST) on Monday, 23 July 2018** through any one of the following methods:

(a) in the case of **shareholders on the UK register**:

- (i) by post, courier or (during normal business hours only) handed to the Company's UK registrar at:

Computershare Investor Services plc  
The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom (Tel: +44 370 703 6022); or

- (ii) electronically through the website of the Company's UK registrar at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy); or

(iii) in the case of shares held through CREST, via the CREST system (see notes 11 to 13 below);

(b) in the case of **certificated shareholders** or shareholders who hold dematerialised shares with **own-name registration on the South African securities register**, to the Company's South African transfer secretaries at:

Computershare Investor Services (Pty) Ltd  
Proxies  
Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa  
PO Box 61051, Marshalltown 2107, South Africa  
Email: [proxy@computershare.co.za](mailto:proxy@computershare.co.za)  
Fax: +27 11 688 5238

or, in the case of **certificated shareholders resident in Namibia** and who elect to do so, to the Company's Namibian transfer secretaries at:

Transfer Secretaries (Pty) Ltd  
4 Robert Mugabe Avenue, Windhoek, Namibia  
PO Box 2401, Windhoek, Namibia

3. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 30 minutes prior to the commencement of the Meeting at **15:00 (BST) on Wednesday, 25 July 2018** so that their shareholding may be checked against the Company's share register and attendance recorded.
4. 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 Meeting. A shareholder may appoint more than one proxy in relation to the Meeting 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 accompanies this Notice, may be used to make such appointment and give proxy instructions. If you do not have a form of proxy and believe that you should have one, or if you require additional forms, please contact the relevant registrar of the Company, whose contact details are provided above.
5. In the case of joint holders, the signature of one holder is sufficient, but the names of all joint holders should be stated. 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).

6. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act 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 Meeting. 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.
7. 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.
8. 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 Meeting.
9. If you return more than one proxy appointment (except where multiples proxies have been appointed), either by paper or electronic communication, that appointment 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.
10. The return of a completed form of proxy, electronic filing or any CREST proxy instruction (as described in note 13 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EU1>). 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.
12. 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 issuer's agent (ID 3RA50) by **15:00 (BST) on Monday, 23 July 2018**. 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 issuer's 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.
13. 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 a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
14. In the case of **dematerialised shareholders holding their shares through the South African securities register**, other than dematerialised shareholders with own-name registration, such shareholders should contact their CSDP or broker in the manner and time stipulated in their agreement, in order to furnish them with their voting instructions or to obtain a letter of representation, in the event that they wish to attend the Meeting in person.
15. Any corporation which is a member can appoint one or more corporate representative(s) who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers in relation to the same shares.

16. As at 23 May 2018 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital comprises 737 243 810 ordinary shares, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 23 May 2018 are 737 243 810.
17. Under section 527 of the Act, 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 financial statements (including the auditors' report and the conduct of the audit), which are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with section 437 of the Act. 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 Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. Business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required to publish on a website under section 527 of the Act.
18. Any shareholder attending the Meeting has the right to ask questions. The Company must answer 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.
19. The following documents are available for inspection during normal business hours at the registered office of the Company in the United Kingdom or at Mediclinic Corporate Office, 25 Du Toit Street, Stellenbosch 7600, South Africa on any business day from Friday, 22 June 2018 until the time of the Meeting, and may also be inspected at the Meeting venue, as specified in the Notice, from 14:00 (BST) on the day of the Meeting until the conclusion of the Meeting:
  - (a) copies of the directors' letters of appointment or service contracts; and
  - (b) a copy of the Articles of Association of the Company.
20. 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 Act, can be found on the Company's website at [www.mediclinic.com](http://www.mediclinic.com).

# COMPANY INFORMATION

## COMPANY NAME AND NUMBER

Mediclinic International plc  
(incorporated and registered in England and Wales)  
Company number: 08338604

## REGISTERED OFFICE

Mediclinic International plc, 6th Floor, 65 Gresham Street, London, EC2V 7NQ, United Kingdom  
Tel: +44 20 7954 9600  
Fax: +44 20 7954 9886  
Ethics Line: +27 12 543 5332 / Toll-free 0800 005 316 (South Africa only) / [ethics@mediclinic.com](mailto:ethics@mediclinic.com)  
E-mail: [info@mediclinic.com](mailto:info@mediclinic.com)  
Website: [www.mediclinic.com](http://www.mediclinic.com)

## LISTING

FTSE sector: Health Care Equipment & Services  
ISIN code: GB00B8HX8Z88  
SEDOL number: B8HX8Z8  
EPIC number: MDC  
LEI: 2138002S5BSBIZTD5160  
Primary listing: London Stock Exchange (share code: MDC)  
Secondary listing: JSE Limited (share code: MEI)  
Secondary listing: Namibian Stock Exchange (share code: MEP)

## DIRECTORS

Dr Edwin Hertzog (*ne Chairman*) (*South African*)  
Dr Ronnie van der Merwe (*Chief Executive Officer*) (*South African*)  
Jurgens Myburgh (*Chief Financial Officer*) (*South African*)  
Danie Meintjes (*exec*) (*South Africa*)  
Dr Muhadditha Al Hashimi (*ind ne*) (*Emirati*)  
Jannie Durand (*ne*) (*South African*)  
Alan Grieve (*ind ne*) (*British*)  
Dr Felicity Harvey (*ind ne*) (*British*)  
Seamus Keating (*ind ne*) (*Irish*)  
Prof Dr Robert Leu (*ind ne*) (*Swiss*)  
Nandi Mandela (*ind ne*) (*South African*)  
Trevor Petersen (*ind ne*) (*South African*)  
Desmond Smith (*Senior Independent Director*) (*South African*)  
Pieter Uys (*alternate to Jannie Durand*) (*South African*)

## COMPANY SECRETARY

Link Company Matters Limited  
Jayne Meacham  
Tel: +44 20 7954 9569  
E-mail: [jayne.meacham@linkgroup.co.uk](mailto:jayne.meacham@linkgroup.co.uk)

## INVESTOR RELATIONS CONTACT

James Arnold  
Head of Investor Relations  
14 Curzon Street, London, W1J 5HN, United Kingdom  
Tel: +44 20 3786 8180/1  
E-mail: [ir@mediclinic.com](mailto:ir@mediclinic.com)

## **REGISTRAR/TRANSFER SECRETARIES**

### **United Kingdom**

Computershare Investor Services plc  
The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ  
Tel: +44 370 703 6022  
E-mail: [WebCorres@computershare.co.uk](mailto:WebCorres@computershare.co.uk)

### **South Africa**

Computershare Investor Services (Pty) Ltd  
Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196  
PO Box 61051, Marshalltown, 2107  
Tel: +27 11 370 5000

### **Namibia**

Transfer Secretaries (Pty) Ltd  
4 Robert Mugabe Avenue, Windhoek  
PO Box 2401, Windhoek  
Tel: +264 61 227 647

## **CORPORATE ADVISORS**

### **Auditors**

PricewaterhouseCoopers LLP, London

### **Corporate Broker and Sponsors**

Joint corporate brokers (United Kingdom): Morgan Stanley & Co International plc and UBS Investment Bank  
JSE sponsor (South Africa): Rand Merchant Bank (a division of FirstRand Bank Limited)  
NSX sponsor (Namibia): Simonis Storm Securities (Pty) Ltd

### **Legal Advisors**

UK legal advisors: Slaughter and May  
SA legal advisors: Cliffe Dekker Hofmeyr Inc.

### **Remuneration Consultant**

New Bridge Street  
Deloitte LLP has been appointed from the 2018/19 financial year

### **Communication Agency**

FTI Consulting  
Tel: +44 20 3727 1000  
E-mail: [businessinquiries@fticonsulting.com](mailto:businessinquiries@fticonsulting.com)

# VENUE AND DIRECTIONS

The Lincoln Centre  
18 Lincoln's Inn Fields  
London  
WC2A 3ED  
United Kingdom  
Tel: +44 20 7936 1300

## TRANSPORT LINKS

### *London underground stations*

The nearest London underground station is Holborn, which is a short walk (0.2 miles/322 metres) from The Lincoln Centre. Exit Holborn Station and walk south on Kingsway towards Gate Street, turn left on to Remnant Street and take a slight left on to Lincoln's Inn Fields.

### *Airports*

- London City Airport (LCY) 9 miles (14 km)
- Heathrow Airport (LHR) 18 miles (29 km)
- Gatwick Airport (LGW) 30 miles (48 km)
- London Stansted Airport (STN) 36 miles (58 km)

### *Major rail stations*

- St. Pancras International (Eurostar Terminal) 1.1 miles (1.7 km)
- King's Cross Station 1.1 miles (1.8 km)
- Paddington Station 2.7 miles (4.3 km)
- Euston Station 1 mile (1.6 km)
- Waterloo Station 1.1 miles (1.8 km)
- Liverpool Street Station 1.7 miles (2.8 km)



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