

MEDICLINIC INTERNATIONAL PLC

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

2020 NOTICE OF ANNUAL GENERAL MEETING

14 Curzon Street, London W1J 5HN, United Kingdom

Wednesday, 22 July 2020 at 16:30 (BST)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

Your attention is drawn to the letter from the Chair of the Company, which is set out on pages 1–3 of this document. This letter explains the format of the annual general meeting of the Company this year and 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 **16:30** (BST) on **Wednesday, 22 July 2020** at 14 Curzon Street, London W1J 5HN, United Kingdom, is included in this document.



Shareholders should note that, as a result of the COVID-19 pandemic and the current United Kingdom government restrictions on travel and indoor public gatherings, **shareholder attendance at the Company's annual general meeting will not be possible this year**. Shareholders are therefore encouraged to appoint the chair of the annual general meeting as their proxy, electronically or via the hard copy form of proxy enclosed with this document for use in connection with the annual general meeting. To be valid, **the form of proxy should be submitted** electronically or completed, signed and returned in hard copy in accordance with the instructions set out on pages 24–27, as soon as possible and, in any event, **by no later than 16:30** (BST) on **Monday, 20 July 2020**. Further instructions relating to the form of proxy are set out in the notice of the annual general meeting.

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, 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.

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CHAIR'S LETTER



Dear shareholder,

ANNUAL GENERAL MEETING: 22 JULY 2020

I am writing to you with details of the annual general meeting (the '**Meeting**') of Mediclinic International plc (the '**Company**' or '**Mediclinic**') to be held at 14 Curzon Street, London W1J 5HN, United Kingdom on **Wednesday, 22 July 2020 at 16:30 (BST)**.

The Company continues to monitor developments relating to the outbreak of COVID-19, including the related public health guidance and legislation issued by the UK Government. At the time of publication of this formal notice convening the Meeting (the '**Notice**'), the UK Government has imposed restrictions on travel and indoor public gatherings.

In light of these measures, and as our priority is the health, safety and wellbeing of all our stakeholders, the Meeting will be run as a closed meeting and shareholders will not be able to attend in person. The Company will make arrangements such that the legal requirements to hold the Meeting can be satisfied through the attendance of a minimum number of employee shareholders, and the format of the Meeting will be purely functional.

The Board of Directors (the '**Board**' or the '**Directors**') recognises the importance of the Meeting to shareholders and is keen to ensure that you are able to exercise your right to participate in the Meeting by voting. Details on how to submit your proxy vote by post, online or through CREST are set out on pages 24–27 of this Notice. Given the current restrictions on attendance, **the Board strongly encourages you to vote on all resolutions by appointing the chair of the Meeting as your proxy** rather than appointing a named person who will not be permitted to attend the Meeting, resulting in your votes not being cast.

Registered shareholders may submit their questions to the Directors in advance of the Meeting by sending an email to the Company Secretary at MediclinicInternational@linkgroup.co.uk and the Company will answer these in due course.

This is an evolving situation, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the period affected by the COVID-19 pandemic. Any changes to the Meeting will be communicated to shareholders before the Meeting through our website at <https://ir.mediclinic.com/shareholder-centre/shareholder-meetings> and, where appropriate, through an announcement to the London and Johannesburg stock exchanges.

BUSINESS OF THE MEETING

The Notice is set out on pages 4–11 of this document and includes the resolutions to be proposed at the Meeting and the corresponding explanatory notes.

This year, in line with the normal three-year cycle, we are presenting for approval a new Directors' Remuneration Policy, which can be found on pages 197–209 of the **2020 Annual Report**. The Remuneration Committee was grateful for the time and constructive feedback that shareholders and the proxy advisory bodies provided since the Company's 2019 annual general meeting and has reflected carefully on this as well as recent developments in the UK remuneration environment. The Committee reviewed the current Remuneration Policy and its implementation in the light of this information, explored a range of alternative approaches and received independent specialist advice. The new Directors' Remuneration Policy is based on an approach that supports the execution of the Company's long-term strategy in a way that is consistent with its culture and values; appropriately aligns executives' remuneration with the interests of shareholders; and complies with the 2018 UK Corporate Governance Code.

Resolution 22 asks for shareholder approval to alter the Company's Articles of Association to, among other things, allow (but not require) the Company to hold 'hybrid' general meetings which shareholders can choose to attend and participate in, in person or via electronic means. The new provision is in line with best practice and does not permit the holding of 'virtual only' general meetings. As set out in more detail in the explanatory note, other changes include granting the Company greater control and flexibility in relation to postponing general meetings and the treatment of untraced shareholders. The amended Articles are available for inspection as set out on page 27 of the Notice.

As announced on 17 April 2020, as part of the Group's broad response to maintaining its liquidity position through the crisis and to maximise its support in tackling COVID-19, the Board has taken the prudent and appropriate decision to suspend the dividend. The Board recognises the importance of its dividend to shareholders and will keep this position under review.

Lastly, as announced at the Company's 2019 annual general meeting, I will be retiring from Mediclinic at the conclusion of the Meeting and handing over to Dame Inga Beale, who was appointed as my designated successor on 26 March 2020. My other fellow Board members and I agree that she has a clear understanding of our strong culture and values and will also align readily with our business. Core to these matters are our stakeholder commitment to deliver sustainable high-quality healthcare services and our purpose to enhance the quality of life. Dame Inga will expertly lead the Board in pursuit of these objectives including addressing the challenge if the COVID-19 pandemic continues to spread globally.

FURTHER INFORMATION

Further information relating to the Company, its directors and its financial information can be found in the Company's annual report and financial statements for the year ended 31 March 2020, which was circulated at the same time as this Notice and is also available on our Company website at <https://investor.mediclinic.com/results-centre/results-and-reports>. 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.

ATTENDANCE AND VOTING – ACTION TO BE TAKEN

As previously indicated, shareholders will not be able to attend the Meeting. The Board therefore encourages you to appoint the chair of the Meeting as your proxy rather than a named person who will not be permitted to attend the meeting. A form of proxy is enclosed for use by shareholders so that they can nominate the chair of the Meeting as proxy to vote on their behalf, either in the manner they direct or at the chair's discretion. Please complete and return the form of proxy in accordance with the instructions on the form in order that it may be received by the Company's registrar, Computershare, as soon as possible and, in any event, no later than 16:30 on Monday 20 July 2020.

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.

Please carefully read the provisions included in the shareholder notes set out on pages 24–27 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, central securities depository participant ('CSDP'), banker or other independent professional advisor immediately.

RECOMMENDATION

The Board believes that resolutions 1–22 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 'Edwin Hertzog', with a stylized flourish at the end.

Dr Edwin Hertzog
Non-executive Chair

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2020 annual general meeting (the '**Meeting**') of Mediclinic International plc ('**Mediclinic**' or the '**Company**') will be held at 14 Curzon Street, London W1J 5HN, United Kingdom on Wednesday, 22 July 2020 at 16:30 (BST).

You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 1–18 will be proposed as ordinary resolutions. For an ordinary resolution to be passed, a simple majority of the votes cast must be in favour of the resolution. Resolutions 19–22 will be proposed as special resolutions. For a special resolution to be passed, at least 75% of the votes cast must be in favour of the resolution.

ORDINARY RESOLUTIONS

Resolution 1: Report and accounts

1. To receive the Company's annual accounts and reports for the financial year ended 31 March 2020.

Explanatory note

*Under the United Kingdom ('UK') Companies Act 2006 (the '**Act**'), the Directors are required to present the annual accounts and reports at the Meeting. These are contained in the Company's 2020 annual report and financial statements for the year ended 31 March 2020 (the '**2020 Annual Report**'), available on the Company's website at <https://investor.mediclinic.com/results-centre/results-and-reports>.*

Resolution 2: Directors' Remuneration Report

2. To approve the Directors' Remuneration Report for the year ended 31 March 2020 set out on pages 194–200 of the 2020 Annual Report (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 194–200 of the 2020 Annual Report (excluding the Directors' Remuneration Policy). In accordance with the Act, 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 of Directors (the '**Board**').*

Resolution 3: Directors' Remuneration Policy

3. To approve the Directors' Remuneration Policy set out on pages 197–209 of the 2020 Annual Report, which will take effect at the conclusion of the Meeting.

Explanatory note

The Act requires quoted companies to present to their shareholders a Directors' Remuneration Policy for approval at least every three years. The current Directors' Remuneration Policy was approved by shareholders at the annual general meeting of the Company held on 25 July 2017. The Company's Remuneration Committee has considered the feedback received from shareholders since the Company's 2019 annual general meeting and proposed a revised policy which is set out on pages 197–209 of the 2020 Annual Report.

Resolutions 4 to 14: Election and re-election of directors

Election of directors

4. To elect Dame Inga Beale, serving as an independent non-executive director and Chair Designate of the Company, as a director of the Company.
5. To elect Mr Tom Singer, serving as an independent non-executive director of the Company, as a director of the Company.

Re-election of directors

6. To re-elect Dr Ronnie van der Merwe, serving as the Group Chief Executive Officer ('CEO') of the Company, as a director of the Company.
7. To re-elect Mr Jurgens Myburgh, serving as the Group Chief Financial Officer ('CFO') of the Company, as a director of the Company.
8. To re-elect Mr Alan Grieve, serving as the Senior Independent Director ('SID') of the Company, as a director of the Company.
9. To re-elect Dr Muhadditha Al Hashimi, serving as an independent non-executive director of the Company, as a director of the Company.
10. To re-elect Mr Jannie Durand, serving as a non-executive director of the Company, as a director of the Company.
11. To re-elect Dr Felicity Harvey, serving as an independent non-executive director of the Company, as a director of the Company.
12. To re-elect Mr Danie Meintjes, serving as a non-executive director of the Company, as a director of the Company.
13. To re-elect Dr Anja Oswald, serving as an independent non-executive director of the Company, as a director of the Company.
14. To re-elect Mr Trevor Petersen, serving as an independent non-executive director of the Company, 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 shall retire at the following annual general meeting and shall be eligible for election. Dame Inga and Mr Singer were appointed by the Board on 26 March 2020 and 24 July 2019 respectively, and will retire and seek election by the shareholders at the Meeting.

In accordance with the provisions of the 2018 UK Corporate Governance Code, all members of the Board wishing to continue their appointments must seek re-election by the shareholders. All of the current directors of the Company, with the exception of Dr Edwin Hertzog, 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 13–23 of this Notice and the Board recommends their election or re-election as appropriate.

The Board considers Dr Al Hashimi, Dame Inga, Mr Grieve, Dr Harvey, Dr Oswald, Mr Petersen and Mr Singer to be independent non-executive directors in accordance with provision 10 of the 2018 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 rule 13.8.17R(1) of the Listing Rules of the Financial Conduct Authority in the UK ('Listing Rules'). Mr Grieve and Mr Petersen were independent directors of Mediclinic International Ltd prior to the reverse acquisition of Al Noor Hospitals Group plc in February 2016 and were appointed as independent directors of the Company upon completion of the transaction. Subsequent appointments of independent directors have followed a structured and balanced process, with the Nomination Committee reviewing a list of suitable candidates identified through independent search consultants or other sources, followed by rigorous interviews with a panel which included the SID and other independent directors. In considering the independence of the non-executive directors, the Board has taken into account guidance from the 2018 UK Corporate Governance Code and the conduct, independence of thought and judgement exhibited by the independent directors during Board and Committee meetings.

Subject to her election at the Meeting, Dame Inga will assume the role of Chair of the Company upon conclusion of the Meeting.

Remgro Ltd (**'Remgro'**), through wholly owned subsidiaries, 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 4, 5, 8, 9, 11, 13 and 14) 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 10 of the 2018 UK Corporate Governance Code.

Mr Meintjes does not meet the criteria to be considered an independent non-executive director due to his position as former Group CEO of the Company until 2018. The Board considered his proposed re-election as a non-executive director and, after careful deliberation, concluded that his re-election is in the best interests of the Group, its shareholders and other stakeholders, taking into account the overall composition of the Board and the knowledge and experience of the industry and the business that Mr Meintjes has gained over 30 years in different capacities across the business.

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.

Resolutions 15 and 16: Re-appointment and remuneration of auditor

15. To re-appoint PricewaterhouseCoopers LLP as the Company's auditor, to hold office from the conclusion of this Meeting until the conclusion of the next general meeting at which annual accounts and reports are laid before the Company's shareholders.
16. To authorise the Audit and Risk Committee to determine the remuneration of the Company's auditor.

Explanatory note

At each general meeting at which the Company's annual accounts and reports 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 the auditor of the Company.

The remuneration of the Company's auditor must be fixed by the Company in a general meeting or in such manner as the Company may determine in a general meeting. Resolution 16 gives authority to the Audit and Risk Committee to determine the remuneration of the Company's auditor.

Resolution 17: Authority to make political donations

17. To authorise, in accordance with Part 14 of the Act, the Company and all its subsidiaries (collectively, the **'Group'**) 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), (b) and (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 2021, or 30 September 2021, 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 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 Group to make political donations and incur political expenditure, as contemplated in the Act. Political donations are generally prohibited in terms of the Company's Ethics Code and Anti-bribery Policy, unless pre-approved by the executive committee of the division and reported to the Group Executive Committee. It is not the policy of the Company to make political donations as contemplated in the Act and, during the year, the Group made no such payments. However, as a result of broad definitions used in the Act, normal business activities of the Company, which might not be considered political donations or expenditure in the usual sense, may possibly 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. This could include 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. 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 disclosed in the 2020 Annual Report, as customary in Switzerland, Hirslanden maintains a proper and constructive dialogue with political decision-makers and stakeholders to represent the division's perspective and support informed decision-making that contributes to improving patient outcomes and the long-term sustainability of the business. Under the Swiss political system, citizens are active in political bodies at federal, cantonal and municipal levels in addition to their regular occupations. Parliamentarians are not professional politicians in this system and the parties do not receive state support. Therefore, in line with common and official practice in Switzerland, Hirslanden assists in supporting the country's political system by making third-party contributions to a number of political parties, institutions and associations involved in campaigns which are of interest to the business. Payments of this kind made by Hirslanden during the financial year ended 31 March 2020 totalled CHF63 225 (2019: CHF4 500). The increase from the previous year results from numerous national and cantonal renewal elections that took place during the year. For the avoidance of doubt, these contributions are not considered political payments as contemplated in Part 14 of the Act, as they are not made to the political parties within the scope 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 by 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, in both cases, 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 2021, or 30 September 2021, 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 24 July 2019, which expires at the end of the 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 1 June 2020, 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 as at 1 June 2020, 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 this resolution 18).

The Company does not currently hold any shares in treasury.

The Board has no present intention of exercising these authorities. However, as a UK premium listed company, the Board believes it is in the best interests of the Company to have these authorities so that the Board has the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to 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 UK's Investment Association's Share Capital Management Guidelines.

The authorities sought in paragraphs (a) and (b) of this 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 2021, or 30 September 2021, 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 18, 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 18 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 2021, or 30 September 2021, 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 2021, or 30 September 2021, 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 24 July 2019, the Directors were given the authority to issue equity securities of the Company and sell treasury shares in exchange for cash until the 2020 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 1 June 2020, 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 to respond to market developments and to take 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 2021, or 30 September 2021, 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 no 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 no 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.

Resolution 22: Articles of Association

22. To adopt as the new Articles of Association of the Company, the Articles of Association set out in the document presented to the Meeting, and initialled for the purposes of identification by the chair of the Meeting, so that the new Articles of Association of the Company apply to the exclusion of, and in substitution for, the existing Articles of Association of the Company. The resolution adopting the Articles will become effective following the Meeting.

Explanatory note

It is proposed that the Company adopt new Articles of Association, the principal changes of which are set out in Appendix 1. Other changes which are of a minor, technical or clarifying nature have not been set out in Appendix 1. A copy of the new Articles (together with a copy of the existing Articles marked to show the changes being proposed in Resolution 22) is available for inspection as noted on page 27 of this document and on the Company's website at <https://ir.mediclinic.com/shareholder-centre/shareholder-meetings>.

Feedback from the Clinical Performance and Sustainability Committee

The report by the Clinical Performance and Sustainability Committee (the '**Committee**') included in the **2020 Annual Report**, read with the **2020 Clinical Services Report** and the **2020 Sustainable Development Report** published on the Company's website at <https://investor.mediclinic.com/results-centre/results-and-reports>, 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, No. 71 of 2008, as amended, (the '**SA 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 SA Companies Act.

By order of the Board.

Link Company Matters Limited
Company Secretary

Mediclinic International plc
6th Floor, 65 Gresham Street, London, EC2V 7NQ
1 June 2020

APPENDIX 1

EXPLANATORY NOTES OF THE PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES

It is proposed in Resolution 22 to adopt new Articles in order to update the existing Articles, primarily to give the Company greater control and flexibility in relation to its treatment of untraced shareholders; postponing general meetings; and the use of combined physical and electronic general meetings (although the amendments will not permit 'virtual only' meetings).

The principal changes introduced in the Articles are summarised in this Appendix 1. Changes which are of a minor, technical or clarifying nature have not been noted in this Appendix 1. The new Articles, which have been marked to show all of the changes to the existing Articles, are available for inspection as noted on page 27 of this document, and are also available on the Company's website at: <https://ir.mediclinic.com/shareholder-centre/shareholder-meetings>.

Untraced shareholders

The provisions relating to untraced shareholders are amended in the new Articles. Under the existing Articles, a shareholder may be considered an untraced shareholder if, during a period of 12 years, at least three cash dividends have become payable and no dividend has been cashed. Currently, in order to sell the shares of untraced shareholders, the Company is required to place notices in national and local newspapers, and is required to account to the former member or other person previously entitled for an amount equal to the net proceeds of the sale (after payment of the costs of the sale).

The existing provisions are seen as imposing unduly onerous obligations on the Company, inefficient in locating untraced shareholders and lacking flexibility with respect to the sale proceeds of the shares.

The new Articles replace the newspaper notice requirement with a requirement to send a notice to the last known or registered address of the shareholder, and to use such efforts as it considers reasonable to trace the shareholder. The Company must still allow for three months following such notice to allow shareholders to come forward before selling the shares.

The new Articles also provide that, if no valid claim for the money has been received by the Company during a period of six years from the date on which the shares were sold, the sale proceeds will be forfeited to the Company and that it may use the proceeds as the Directors see fit.

Postponement

The new Articles permit the Directors to move or postpone a general meeting or change the electronic facility if the Directors consider that it is impracticable or undesirable to hold a general meeting as originally planned. There is a requirement, if practicable, for an announcement of the date, time and place of the rearranged meeting to be published in at least two national newspapers in the United Kingdom, but notice of the business of the meeting does not need to be given again. The purpose of this amendment is to afford the Company greater flexibility to change arrangements, something which has been shown to be particularly useful in the current environment due to the impact of COVID-19.

Electronic general meetings

The new Articles allow the Company to hold combined physical and electronic general meetings as well as physical-only general meetings. In line with recommendations made by the Investment Association, the amendment does not permit the Company to hold 'virtual-only' general meetings, but provides the Company with flexibility to hold an electronic general meeting in parallel with the physical general meeting.

BIOGRAPHIES OF DIRECTORS

Following the internal Board evaluation process concluded in March 2020 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 skills and experience of each director is set out below:



Resolution 4: Dame Inga Beale

Chair Designate and Independent Non-executive Director

Nationality: British

Date of appointment: Independent non-executive director and Chair Designate since March 2020.

Responsibilities Dame Inga Beale currently serves as a non-executive director of the Company and will succeed Dr Hertzog when he retires after the Company's Meeting. As an independent non-executive director, Dame Inga is responsible for supporting the development of the Group's strategy, providing strategic guidance and scrutinising management's performance and she provides constructive challenge and advice, drawing on her skills, experience and judgement. Since her appointment, Dame Inga has been working very closely with the Chair to ensure that the coming change in the leadership of the Board will be a smooth transition and that the Board will continue to be effective in its performance, promoting the long-term sustainable success of the Company, generating value for shareholders and contributing to wider society. She will also be working closely with other Board members and the senior management team to gain a thorough understanding of the business. She is a member of the Nomination Committee and Remuneration Committee.

Contribution to the Company and reasons for election As an experienced leader, Dame Inga has close to 40 years of experience in global financial services, insurance and risk management in particular, and contributes a wealth of skills and experience to the Board. She brings valuable experience gained through her role as the CEO of Lloyd's of London, where she initiated large-scale digital and cultural transformation programmes and led the business' expansion into Dubai, China and India. She played a critical role in advancing diversity and inclusion initiatives across Lloyd's and the international insurance sector. Her background provides a valuable balance to the Board and brings a different perspective to the Board's debates.

Skills and experience Dame Inga has extensive business management and leadership experience. From 2014 to 2018 she served as the first female CEO of Lloyd's of London, the insurance and reinsurance market. Previously she held various senior leadership positions across the insurance sector, both in Switzerland and internationally, including at Converium, Zurich Insurance Group, Canopus and GE Insurance Solutions.

Key external appointments Dame Inga currently serves as an independent member of the global strategy board of Clyde & Co LLP and as an independent non-executive director on the boards of Crawford & Company and London First. She also serves on the London Mayor's Business Advisory Board, is Patron of Insuring Women's Futures and Chair of the UK HIV Commission.

Qualifications Dame Inga is a chartered insurer having qualified as an Associate of the Chartered Insurance Institute in 1987 and was appointed as Dame Commander of the Order of the British Empire in 2017 for services to the UK economy.



Resolution 5: Mr Tom Singer

Independent Non-executive Director

Nationality: British

Date of appointment:

Independent non-executive director since 24 July 2019.

Responsibilities As an independent non-executive director, Mr Tom Singer is responsible for supporting the development of the Group's strategy, providing strategic guidance and scrutinising management's performance. He provides constructive challenge and advice, drawing on his skills, experience and judgement. He is a member of the Audit and Risk Committee and the Remuneration Committee.

Contribution to the Company and reasons for election Mr Singer's skills and experience, gained through his long and successful career in finance across a broad range of UK and international branded consumer businesses, including in the healthcare sector, provides important input. He also brings a thorough understanding of the UK-listed company environment. His career and background make him ideally suited to serve as a member of the Audit and Risk Committee.

Skills and experience Previously Mr Singer served as CFO of InterContinental Hotels Group PLC, a leading international hotel group, and British United Provident Association (BUPA), a provider of health insurance, care homes for the elderly and other health-related services including private hospitals. Earlier in his career, Mr Singer was CFO and Chief Operating Officer of William Hill PLC and Finance Director of Moss Bros PLC, having started his career in professional services and spending a total of 12 years at Price Waterhouse and McKinsey.

Key external appointments Mr Singer currently serves as non-executive director on the board of DP Eurasia NV, an operator of pizza restaurants in Turkey and Russia.

Qualifications Mr Singer holds a BSc Hons Finance and Accounting (University of Bristol), is a qualified chartered accountant, and attended the Advanced Management Programme (INSEAD).



Resolution 6: Dr Ronnie van der Merwe

Group Chief Executive Officer

Nationality: South African

Date of appointment:

Group CEO since June 2018.

Responsibilities Dr Ronnie van der Merwe is responsible for driving and implementing operational decisions and strategy approved by the Board. He provides detailed insight into the operations of the business, enabling the Board to determine the feasibility and practicality of proposed strategies, goals and direction. He is a member of both the Clinical Performance and Sustainability Committee and the Investment Committee.

Contribution to the Company and reasons for re-election As a qualified anaesthesiologist in private practice, Dr Van der Merwe gained extensive experience in trauma and elective anaesthesia, intensive care management, and the management of acute and chronic pain. During his involvement in the medical insurance industry, he gained healthcare data management and analytics expertise. He also displays proficiency in clinical leadership and management, as well as in developing and implementing strategic goals. Dr Van der Merwe has extensive knowledge of Mediclinic's international operations and a strong track record of managing quality and effectiveness. He established the Advanced Analytics, Clinical Information, Clinical Services and Health Information Management functions at Mediclinic, contributing to the growth of the Group.

Skills and experience Dr Van der Merwe has Group-wide experience and possesses in-depth knowledge of Mediclinic's workings, having held a variety of senior roles within the Company. He joined the Company in 1999 and as Chief Clinical Officer took responsibility for various aspects of the business prior to his appointment as executive director and Group CEO of Mediclinic. He was an executive director of Mediclinic International Ltd from 2010, up to the reverse takeover of Al Noor Hospitals Group plc. He was appointed as an executive director and Group CEO of Mediclinic, with effect from 1 June 2018 and also serves as a non-executive director on the board of Spire since 24 May 2018 under the terms of the shareholder agreement between Spire and Mediclinic.

Key external appointments Non-executive director of Spire.

Qualifications Dr Van der Merwe holds an MBChB (Stellenbosch University); a DA (SA) (College of Anaesthetists of South Africa); the FCA (SA) (Fellowship of the College of Anaesthetists of South Africa); and has completed the Advanced Management Program (Harvard Business School).



Resolution 7: Mr Jurgens Myburgh

Group Chief Financial Officer

Nationality: South African

Date of appointment

Group CFO since August 2016.

Responsibilities As Group CFO, Mr Jurgens Myburgh has the primary responsibility for overseeing the financial planning and reporting, risk management and internal controls of the Group. In addition, he oversees the Group's Corporate Finance, Investor Relations and Group Procurement functions. He is also a member of the Investment Committee.

Contribution to the Company and reasons for re-election Mr Myburgh is a qualified chartered accountant with broad financial and accounting experience obtained during his career of over 20 years. Since joining the Group, he has emphasised the importance of capital management and allocation informed by cost of capital across the Group and driven a structured approach to growth.

Skills and experience Mr Myburgh has gained considerable financial and accounting experience since qualifying as a chartered accountant with KPMG in 2000. He joined The Standard Bank of South Africa Ltd in 2001 and was appointed as Head of Mergers and Acquisitions in 2009. Following this he served as CFO at Datatec Ltd, an international ICT Group, before joining Mediclinic as Group CFO in August 2016.

Key external appointments Mr Myburgh has no external public appointments.

Qualifications Mr Myburgh holds a BComm Hons in Accounting (University of Johannesburg) and is a qualified chartered accountant registered with the South African Institute of Chartered Accountants.



Resolution 8: Mr Alan Grieve

Senior Independent Director

Nationality: British and Swiss

Date of appointment

Independent non-executive director since February 2016.

SID and Chair of the Audit and Risk Committee since July 2019.

Responsibilities As an independent non-executive director, Mr Alan Grieve is responsible for supporting the development of the Group's strategy, providing strategic guidance and scrutinising management's performance. He provides constructive challenge and advice, drawing on his skills, experience and judgement.

As SID, Mr Grieve also acts as an intermediary for other directors and shareholders and as sounding board for the Chair. He leads the annual appraisal of the Chair's performance and meets with the non-executive directors when necessary. He is available to shareholders should they have any concerns, should contact outside the standard communication channels be required. He is Chair of the Audit and Risk Committee and is a member of both the Nomination Committee and the Investment Committee.

Contribution to the Company and reasons for re-election Working as an executive and non-executive director across a wide range of business areas, Mr Grieve has gained comprehensive experience in finance and audit and risk management; he also has extensive knowledge of the healthcare sector. This equips him with a strong basis for assessing, and where appropriate, challenging, the financial and risk management framework, which makes him ideally suited to chair the Audit and Risk Committee.

Skills and experience Mr Grieve has significant financial and accounting experience. He began his career in accountancy at the respective auditing firms now known as PricewaterhouseCoopers and Ernst & Young. He worked for Richemont, the Swiss luxury goods group, as Company Secretary from 1998 to 2004 and as Director of Corporate Affairs from 2004 to 2014. He served as an independent non-executive director of Mediclinic International Ltd from 2012 and as a director of Mediclinic Switzerland AG (now Hirslanden AG) between 2008 and 2012. He served as CFO of Reinet Investments Manager SA and Reinet Fund Manager SA from 2008 to 2011 and was the CEO from 2012 until he retired in 2014. He remains on the board of both companies as a non-executive director.

Key external appointments Mr Grieve serves as a non-executive director on the boards of Reinet Investments Manager SA and Reinet Fund Manager SA.

Qualifications Mr Grieve holds a BA Hons Business Administration (Heriot-Watt University) and is a member of the Institute of Chartered Accountants of Scotland.



Resolution 9: Dr Muhadditha Al Hashimi

Independent Non-executive Director

Nationality: Emirati

Date of appointment

Independent non-executive director since November 2017.

Responsibilities As an independent non-executive director, Dr Muhadditha Al Hashimi is responsible for supporting the development of the Group's strategy, providing strategic guidance and scrutinising management's performance. She provides constructive challenge and advice, drawing on her skills, experience and judgement. She is a member of the Clinical Performance and Sustainability Committee.

Contribution to the Company and reasons for re-election Dr Al Hashimi has extensive knowledge and experience of the healthcare sector and provides substantial strategic and tactical expertise in operations, fiscal management and negotiating strategic transactions. Dr Al Hashimi contributes valuable insights, especially into the Middle East operations of the Company, and has an excellent understanding of the broader geopolitical landscape, making her a valuable member of the Board.

Skills and experience Dr Al Hashimi has more than 19 years' experience in the healthcare and higher education industry in the UAE, together with strategic and tactical expertise in operations and fiscal management. Previous roles include that 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; CEO of the Mohammed Bin Rashid Al Maktoum Academic Medical Center in Dubai; Deputy CEO of Tatweer LLC; CEO of Dubai Healthcare City (both members of Dubai Holding); and a Director of Education of the Harvard Medical School Dubai Center.

Key external appointments Dr Al Hashimi is currently a member of the board of trustees and of 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 Genetic Diseases Association. She is the Campus Director of Higher Colleges of Technology Sharjah Women's College in the UAE.

Qualifications Dr Al Hashimi holds a BS in Medical Technology (University of Minnesota); an MSc in Clinical Laboratory Services (University of Minnesota); and a Doctor of Public Health (University of Texas).



Resolution 10: Mr Jannie Durand

Non-executive Director

Nationality: South African

Date of appointment

Non-executive director since February 2016.¹

Responsibilities As the non-executive director representative of Remgro, Mr Jannie Durand is responsible for supporting the development of the Group's strategy, providing strategic guidance and scrutinising management's performance. He provides constructive challenge and advice, drawing on his skills, experience and judgement. He is a member of the Investment Committee and Nomination Committee.

Contribution to the Company and reasons for re-election Mr Durand has extensive knowledge and more than 20 years of experience in the investment industry and brings substantial strategic and tactical expertise. He contributes valuable insights to the Board's discussions, in particular by drawing on his skills and experience of the investment and capital markets, finance and accounting, risk management, development and implementation of strategy, as well as investor relations. Mr Durand ensures he is available to attend all Board meetings. When he was unable to attend two scheduled meetings of the Investment Committee, he ensured Mr Pieter Uys attended as his alternate and fully briefed Mr Uys beforehand.

Skills and experience Mr Durand served as a non-executive director of Mediclinic International Ltd from 2012 up until the combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Ltd in 2016. He joined the Rembrandt Group in 1996 and in 2012 was appointed as the CEO of Remgro, which holds a 44.56% interest in the Company. In his role as CEO of Remgro, Mr Durand brings more than 20 years' experience in the investment industry.

Key external appointments Mr Durand currently acts as a non-executive chair for the following listed companies within the Remgro group: Distell Group Holdings Ltd, RCL Foods Ltd, RMB Holdings Ltd, and Rand Merchant Investment Holdings Ltd.

Qualifications Mr Durand holds a BAcc Hons in Accountancy (Stellenbosch University); an MPhil in Management Studies (Oxford University), and is a qualified chartered accountant registered with the South African Institute of Chartered Accountants.

Note

¹Mr Uys, the Head of Strategic Investment at Remgro, was appointed as the alternate director to Mr Durand in April 2016. Prior to joining Remgro, Mr Uys was a founding member and ultimately became the CEO of the Vodacom Group. Mr Uys holds an MEng in Electronic Engineering (Stellenbosch University) and an Executive MBA (Stellenbosch University).



Resolution 11: Dr Felicity Harvey CBE

Independent Non-executive Director

Nationality: British

Date of appointment

Independent non-executive director since October 2017.

Responsibilities As an independent non-executive director, Dr Felicity Harvey is responsible for supporting the development of the Group's strategy, providing strategic guidance and scrutinising management's performance. She provides constructive challenge and advice, drawing on her skills, experience and judgement. She is the Chair of the Clinical Performance and Sustainability Committee and a member of the Nomination Committee.

Contribution to the Company and reasons for re-election Dr Harvey's clinical (and public health) background provides valuable balance to the Board and brings a different perspective to the Board's discussions and to the Clinical Performance and Sustainability Committee, which she chairs, particularly as developments in technology continue to accelerate. With increasing focus on matters such as sustainability, Dr Harvey, as the Chair of the Clinical Performance and Sustainability Committee, plays an important role in supporting management in developing and implementing the Company's sustainability strategy.

Skills and experience Throughout her career, Dr Harvey has gained an in-depth knowledge of the health sector, mainly through her work in the medical field. She was previously Director General for Public and International Health at the UK Department of Health; Director of the UK Prime Minister's Delivery 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. Dr Harvey qualified in medicine in 1980 and was appointed CBE in 2008.

Key external appointments Dr Harvey is a non-executive director of Guy's and St Thomas' NHS Foundation Trust, London; a visiting professor at the Institute of Global Health Innovation, Imperial College London; a trustee of Royal Trinity Hospice, London; and the Chair of the WHO Independent Oversight and Advisory Committee for Health Emergencies.

Qualifications Dr Harvey holds an MBBS (St Bartholomew's Medical College, University of London); a PgDip in Clinical Microbiology (The Royal London Hospital College, University of London); and an MBA (Henley Management College). She is an Honorary Fellow of the Royal College of Physicians and a Fellow of the Faculty of the Public Health.



Resolution 12: Mr Danie Meintjes

Non-executive Director

Nationality: South African

Date of appointment

Non-executive director since August 2018 and the designated non-executive director for workforce engagement since April 2019.

Responsibilities As a non-executive director, Mr Danie Meintjes is responsible for supporting the development of the Group's strategy, providing strategic guidance and scrutinising management's performance. He provides constructive challenge and advice, drawing on his skills, experience and judgement. In addition to his role as a non-executive director, as non-executive director responsible for workforce engagement, Mr Meintjes supports the Board in ensuring that workforce policies and practices are consistent with the Company's values and support Mediclinic's long-term success.

Contribution to the Company and reasons for re-election As the former Group CEO and prior to that, as divisional Human Resources Executive, Mr Meintjes led Mediclinic's efforts to engage with, and invest in, the Company's workforce. With his career background and in-depth knowledge of the Company, he is uniquely positioned to effectively oversee the Company's engagement processes and evaluate the effectiveness and progress in this regard. He brings significant operational, strategic and risk management experience to the Board as well as extensive knowledge of the healthcare sector.

Skills and experience Mr Meintjes served as the CEO of Mediclinic from 2010 up to his retirement on 1 June 2018, remaining on the Board as a non-executive director until 31 July 2018. He was appointed as an executive director and CEO 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 Ltd in 2016, he served as the CEO of Mediclinic International Ltd from 2010. He served in various management positions in the Remgro group before joining Mediclinic 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. In 2006 he was seconded to serve as a senior executive of the Group's operations in Dubai and appointed as the CEO of Mediclinic Middle East in 2007. He served as a non-executive director of Spire from 2015, a position from which he retired on 24 May 2018.

Key external appointments Mr Meintjes serves as a non-executive director of Capitec Bank Holdings Ltd and Capitec Bank Ltd as well as Mercantile Bank Ltd.

Qualifications Mr Meintjes holds a BPL Hons in Industrial Psychology (University of the Free State) and completed the Advanced Management Program (Harvard Business School).



Resolution 13: Dr Anja Oswald

Independent Non-executive Director

Nationality: Swiss

Date of appointment

Independent non-executive director since July 2018.

Responsibilities As an independent non-executive director, Dr Anja Oswald is responsible for supporting the development of the Group's strategy, providing strategic guidance and scrutinising management's performance. She provides constructive challenge and advice, drawing on her skills, experience and judgement. She is a member of the Nomination Committee and Remuneration Committee.

Contribution to the Company and reasons for re-election Dr Oswald has extensive experience in the healthcare and medical operational sector. Her role as CEO of a well-established, private clinic provides her with a deep understanding and unique insights into day-to-day operations in the broader political and regulatory context of private healthcare in Switzerland. Dr Oswald brings a wealth of knowledge and practical experience to the Board, making her a valued member.

Skills and experience Dr Oswald was previously Head of Medical and Pharmaceutical Services and Deputy Medical Officer in the Department of Health of the cantonal government in Basel and a member of various cantonal, regional and national committees. She was also CEO of a start-up company in the healthcare sector and worked several years as a medical doctor in various hospitals.

Key external appointments Dr Oswald is the CEO of the Klinik Sonnenhalde and President of the Association of Private Hospitals in Basel. She also serves on the boards of *Integrierte Psychiatrie Winterthur*, the Alliance for a Free Healthcare System in Switzerland and Zippsafe AG.

Qualifications Dr Oswald holds an MD-PhD specialising in Orthopaedic Surgery and Traumatology, as well as in Sports Medicine (University of Basel), an Executive MBA (University of Rochester-Bern), and a certificate of the Swiss Board School at the International Center for Corporate Governance of the University of St. Gallen.



Resolution 14: Mr Trevor Petersen

Independent Non-executive Director

Nationality: South African

Date of appointment

Independent non-executive director since February 2016.

Responsibilities As an independent non-executive director, Mr Trevor Petersen is responsible for supporting the development of the Group's strategy, providing strategic guidance and scrutinising management's performance. He provides constructive challenge and advice, drawing on his skills, experience and judgement. Mr Petersen chairs the Remuneration Committee and is a member of the Audit and Risk Committee.

Contribution to the Company and reasons for re-election Mr Petersen brings significant experience, in-depth knowledge and corporate history of Mediclinic and the healthcare sector, having served as a director through the successful merger of Mediclinic International and Al Noor Hospitals Group plc in February 2016. Through his position as Chair of the South African Institute of Chartered Accountants in 2006 and 2007, Mr Petersen gained valuable experience in finance and accounting, which now informs his roles as the Chair of the Remuneration Committee and a member of the Audit and Risk Committee.

Skills and experience Prior to the combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Ltd in 2016, Mr Petersen served as an independent non-executive director of Mediclinic International Ltd from 2012. In 1996, he resigned as a lecturer 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 as the partner-in-charge of Cape Town and Chair of the Western Cape region. He is an independent non-executive director on the board of Media24 (Pty) Ltd (a subsidiary of Naspers Ltd) 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 Chair of its national body in 2006 and 2007.

Key external appointments Non-executive director of Media24 (Pty) Ltd.

Qualifications Mr Petersen holds a BComm Hons in Accountancy (University of Cape Town) and is a qualified chartered accountant registered with the South African Institute of Chartered Accountants.

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 business on Monday, 20 July 2020 (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.

However, in light of the restrictions on travel and indoor public gatherings imposed by the UK Government, the Meeting will be run as a closed meeting and **shareholders will not be able to attend in person**. Shareholders are therefore encouraged to **submit a proxy vote in advance of the Meeting** in accordance with the instructions set out below.

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 **16:30 (BST) on Monday, 20 July 2020** through any one of the following methods:

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

(i) by post at:

Computershare Investor Services PLC
The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom
(Tel: 0370 703 6022 if dialling from the UK and +44 370 703 6022 if dialling from abroad); or

(ii) by hand or courier (during normal business hours only) to the Company's UK registrar at:

Computershare Investor Services PLC
The Pavilions, Bridgwater Road, Bristol, BS13 8AE, United Kingdom
(Tel: 0370 703 6022 if dialling from the UK and +44 370 703 6022 if dialling from abroad)

(iii) electronically through the website of the Company's UK registrar at www.investorcentre.co.uk/eproxy; or

(iv) in the case of shares held through CREST, via the CREST system (see notes 10-12 on pages 25-26);

(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
Private Bag X9000, Saxonwold, 2132, South Africa
Email: 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
Email: ts@nsx.com.na

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 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 opposite.

However, as noted alongside, the Meeting will be run as a closed meeting and shareholders will not be able to attend in person. Shareholders are therefore encouraged to **appoint the chair of the Meeting as their proxy** rather than a named person, or multiple named persons, who will not be allowed to attend the Meeting.

4. In the case of joint holders appointing a proxy, 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).
5. 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.
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/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the Meeting.
8. If you return more than one proxy appointment (except where multiple 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.
9. The return of a completed form of proxy, electronic filing or any CREST proxy instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.

However, as noted alongside, the Meeting this year will be run as a closed meeting and shareholders will not be able to attend in person.

10. 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/EUI>). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider/(s), should refer to their CREST sponsor or voting service provider/(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a '**CREST Proxy Instruction**') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information

required for such instructions, as described in the *CREST Manual*. The message must be transmitted so as to be received by the issuer's agent (ID 3RA50) by **16:30 (BST) on Monday, 20 July 2020**. 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.

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 a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. 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.
14. 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.
15. As at 1 June 2020 (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 1 June 2020 are 737 243 810.
16. 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 auditor's 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 accounts 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 auditor 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.
17. 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.

However, as noted on page 24, the Meeting will be run as a closed meeting and neither shareholders nor named proxies will be able to attend in person. Registered shareholders may

submit their questions to the Directors in advance of the Meeting by sending an email to the Company Secretary at MediclinicInternational@linkgroup.co.uk and the Company will answer these in due course.

18. The following documents are, subject to any security arrangements or restrictions in place as a result of the current COVID-19 pandemic, available for inspection during normal business hours at the registered office of the Company in the UK or at Mediclinic Corporate Office, 25 Du Toit Street, Stellenbosch 7600, South Africa on any business day from Friday, 19 June 2020 until the time of the Meeting, and may also be inspected at the Meeting venue, as specified in the Notice, from 15:30 (BST) on the day of the Meeting until the conclusion of the Meeting:
- (a) copies of the directors' letters of appointment or service contracts;
 - (b) a copy of the Articles of Association of the Company; and
 - (c) a copy of the proposed new Articles of Association of the Company and a copy of the existing Articles of Association of the Company marked to show the changes being proposed in Resolution 22.

The documents itemised in (c) above will also be available for inspection on the 'Investors' pages of the Company's website at <https://ir.mediclinic.com/shareholder-centre/shareholder-meetings>.

19. 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.
20. Personal data provided by shareholders at or in relation to the Meeting will be processed in line with the Company's privacy policy. Detailed information on how the Company processes your personal data and what your rights are under applicable data privacy laws can be accessed on the Company's website at <https://www.mediclinic.com/en/privacy-statement.html>.

A copy of this Notice, and other information required by Section 311A of the Act, can be found on the Company's website at <https://investor.mediclinic.com/results-centre/results-and-reports>.

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
Tel: +44 20 7954 9548
Ethics Line: +27 (0)21 809 6500 / Toll-free: 0800 005 316 (South Africa and Switzerland)
800 1 55 000 (United Arab Emirates) / ethics@mediclinic.com
Email: info@mediclinic.com
Website: www.mediclinic.com

LISTING

FTSE sector: Healthcare Providers
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*) (*Chair*) (*South African*)
Inga Beale DBE (*ind ne*) (*Chair Designate*) (*British*)
Dr Ronnie van der Merwe (*Group Chief Executive Officer*) (*South African*)
Jurgens Myburgh (*Group Chief Financial Officer*) (*South African*)
Alan Grieve (*Senior Independent Director*) (*British and Swiss*)
Dr Muhadditha Al Hashimi (*ind ne*) (*Emirati*)
Jannie Durand (*ne*) (*South African*)
Dr Felicity Harvey CBE (*ind ne*) (*British*)
Danie Meintjes (*ne*) (*South African*)
Dr Anja Oswald (*ind ne*) (*Swiss*)
Trevor Petersen (*ind ne*) (*South African*)
Tom Singer (*ind ne*) (*British*)
Pieter Uys (*alternate to Jannie Durand*) (*South African*)

COMPANY SECRETARY

Link Company Matters Limited
Caroline Emmet
Tel: +44 20 7954 9548
Email: caroline.emmet@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
Email: ir@mediclinic.com

REGISTRAR/TRANSFER SECRETARIES

United Kingdom: Computershare Investor Services PLC
The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, United Kingdom
Tel: +44 370 703 6022
Email: WebCorres@computershare.co.uk

South Africa: Computershare Investor Services (Pty) Ltd
Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, South Africa
Private Bag X9000, Saxonwold, 2132, South Africa
Tel: +27 11 370 5000
Email: Groupadmin1@computershare.co.za

Namibia: Transfer Secretaries (Pty) Ltd
4 Robert Mugabe Avenue, Windhoek
PO Box 2401, Windhoek
Tel: +264 61 227 647
Email: ts@nsx.com.na

CORPORATE ADVISORS

Auditor

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

Deloitte LLP

Communication Agency

FTI Consulting
Tel: +44 20 3727 1000
Email: businessinquiries@fticonsulting.com

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www.mediclinic.com