

MEDICLINIC INTERNATIONAL PLC

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

2022 NOTICE OF ANNUAL GENERAL MEETING

Rosewood London Hotel, 252 High Holborn, London, WCIV 7EN, United Kingdom Thursday, 28 July 2022 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 adviser 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 Chair of Mediclinic International plc ('the Company' or 'Mediclinic'), set out on pages 1–2 of this document, which recommends you to vote in favour of the resolutions to be proposed at the Company's annual general meeting (the 'AGM').

The notice formally convening the AGM – to be held at **15:00** (BST) on **Thursday, 28 July 2022** at Rosewood London Hotel, 252 High Holborn, London, WCIV 7EN, United Kingdom ('UK') – (the 'Notice') is included in this document. Shareholders will also find enclosed with this document a form of proxy for use in connection with the AGM. Alternatively, instructions on how to vote electronically are included on page 24 of this document. To be valid, proxy appointments should be duly completed and received by the Company's registrar, Computershare, by no later than **15:00** (BST) on **Tuesday, 26 July 2022**. Appointment of a proxy will not preclude shareholders from attending and voting at the AGM should they choose to do so. Further instructions relating to the form of proxy are set out in the Notice.

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CHAIR'S LETTER



Dear shareholder,

ANNUAL GENERAL MEETING: 28 JULY 2022

I am writing to you with details of the AGM of the Company to be held at Rosewood London Hotel, 252 High Holborn, London, WC1V 7EN, UK on **Thursday, 28 July 2022** at **15:00** (BST).

At the time of publication of this Notice, there are no UK Government restrictions on public gatherings and travel. We are therefore planning to hold our AGM in the usual way, with shareholders being able to attend in person. We will continue to monitor the status of the pandemic and will revise arrangements in connection with the AGM or introduce COVID-safe measures should it become necessary. Any changes to the arrangements for the AGM (including any change to the location of the AGM) will be communicated to shareholders before the meeting via the Company's website (investor.mediclinic.com) and a regulatory news announcement.

SHAREHOLDER EVENT

The Board of Directors (the 'Board' or the 'Directors') is keen for shareholders to attend and participate in shareholder meetings and is also offering other ways for shareholders to engage with the Company. To ensure all shareholders have the opportunity to engage with the Board before submitting their proxy votes, there will be a live online shareholder engagement event on Thursday, 14 July 2022 at 14:00 (BST) (the 'Shareholder Event'). Together with the Group Chief Executive Officer and the chairs of the Board committees, I look forward to meeting you and responding to your questions about the Company or the resolutions being proposed at the AGM. Our Group Chief Financial Officer will not be able to attend the Shareholder Event (or AGM) this year; however, Braam Joubert, the Chief Financial Officer of our Southern African operations, will be available to answer questions on the financial performance of the Group.

Shareholders will be able to ask questions during the Shareholder Event or submit them via email in advance of the event. The Company will answer the questions during the Shareholder Event and endeavour to publish and maintain an appropriate summary of responses to questions raised in the 'Investor Relations' section of our website at investor.mediclinic.com.

Further details on how you can join the Shareholder Event and submit your questions are set out on page 28 of this document.

BUSINESS OF THE AGM

The Notice is set out on pages 3-11 of this document and includes explanatory notes to each of the resolutions to be proposed at the AGM. There will be an opportunity for you to raise questions about the resolutions set out in the Notice and about the business of the Company in advance of the AGM or at the meeting itself, and all these will be addressed at the meeting.

ATTENDANCE AND VOTING - ACTION TO BE TAKEN

We look forward to once again meeting with shareholders in person at the AGM. Nevertheless, the Board still encourages you to exercise your vote on the resolutions under consideration by appointing the chair of the AGM as your proxy, to vote on your behalf either in the manner you direct or at the chair's discretion. This will ensure that your vote will be counted even if circumstances change at short notice and you (or a named person that you appointed as your proxy) are unable to attend the AGM or we are required to restrict attendance to the meeting. Appointing a proxy will not preclude you from attending and voting at the AGM should you choose to do so. To be valid, proxy appointments should be duly completed and received by the Company's registrar, Computershare, by no later than 15:00 (BST) on Tuesday, 26 July 2022.

All resolutions for consideration at the AGM 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 AGM but who have appointed a proxy for the AGM.

Please carefully read the provisions included in the shareholder notes set out on pages 24-27 of this document 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 adviser immediately.

RECOMMENDATION

The Board believes that resolutions 1-24 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.

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 2022, which was circulated at the same time as this Notice and is also available on our Company website at annualreport.mediclinic.com. The Company's website contains a variety of other information including the 2022 Clinical Services Report and 2022 Sustainable Development Report, previous annual reports, investor presentations, share price data and the Group's corporate governance policies.

Yours faithfully

Dame Inga Beale Non-executive Chair

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 annual general meeting (the 'AGM') of Mediclinic International plc ('Mediclinic' or the 'Company') will be held at Rosewood London Hotel, 252 High Holborn, London, WCIV 7EN, UK on **Thursday, 28 July 2022** at **15:00** (BST).

You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 1-21 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 22-24 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: Reports and accounts

1. To receive the Company's annual accounts and reports for the financial year ended 31 March 2022.

Explanatory note

Under the UK Companies Act 2006 (the 'Act'), the directors of the Company (the 'Directors') are required to present the annual accounts and reports at the AGM. These are contained in the Company's 2022 annual report and financial statements for the year ended 31 March 2022 (the '2022 Annual Report'), available on the Company's website at annualreport.mediclinic.com.

Resolution 2: Directors' Remuneration Report

2. To approve the Directors' Remuneration Report for the year ended 31 March 2022, set out on pages 143–167 of the **2022 Annual Report** (excluding the Directors' Remuneration Policy included in the report and referred to in resolution 3 below).

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 143–167 of the **2022 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.

Resolution 3: Directors' Remuneration Policy

 To approve the Directors' Remuneration Policy, set out on pages 148–156 of the 2022 Annual Report, which will take effect at the conclusion of the AGM.

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 AGM held on 22 July 2020. During the past year, the Company's Remuneration Committee reviewed the Directors' Remuneration Policy and incentive framework for the executive directors and senior management to ensure that it was appropriate, market competitive and aligned with the Group's strategic goals and financial key performance indicators as well as UK corporate governance best practice. Following a robust and objective review and taking account of the views of shareholders, a revised policy is being proposed, set out on pages 148–156 of the 2022 Annual Report.

Resolution 4: Mediclinic International plc 2022 Omnibus Share Plan

- 4. That:
 - (a) the rules of the Mediclinic International plc 2022 Omnibus Share Plan (the 'Omnibus Plan') in the form produced to the AGM and initialled by the chair of the meeting for the purposes of identification, the principal terms of which are summarised in Appendix 1 to this Notice, be and are hereby approved and the Directors be and are generally authorised to adopt the Omnibus Plan and to do all acts and things that they consider necessary or expedient to give effect to the Omnibus Plan; and
 - (b) the Directors be and are hereby authorised to adopt further plans based on the Omnibus Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans are treated as counting against any limits on individual or overall participation in the Omnibus Plan.

Explanatory note

As part of the changes described under resolution 3, the Remuneration Committee has decided to seek shareholder approval for a new incentive share plan, the Omnibus Plan, which will be used to deliver the annual performance share award element of the new Directors' Remuneration Policy. The rules of the Omnibus Plan are summarised in Appendix 1. The proposed operation of the Omnibus Plan in respect of the Company's executive directors is described in the proposed Directors' Remuneration Policy as set out on pages 148–156 of the

2022 Annual Report.

Resolution 4 will also enable the Company to adopt further plans based on the Omnibus Plan, to extend it to employees in territories where modifications are required to take account of local tax, exchange control and securities law issues. Any shares made available under such plans will be treated as counting towards any limits on individual or overall participation in the Omnibus Plan. The Remuneration Committee has no intention of adopting such further plans at present, but is requesting flexibility to do so should the need arise.

Resolution 5: Final dividend

5. To declare a final cash dividend recommended by the Board for the year ended 31 March 2022 of 3.00 pence per ordinary share payable to the Company's shareholders who are registered as such on the record date of Friday, 5 August 2022.

Explanatory note

The Board proposes a final cash dividend of 3.00 pence per share for the year ended 31 March 2022. If approved, the recommended final dividend will be paid on Friday, 26 August 2022 to all ordinary shareholders who are registered as such on the record date of Friday, 5 August 2022. Shareholders on the South African register will be paid the South African rand cash equivalent of 59.53230 cents per share (47.62584 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 25 May 2022, available on the Company's website at investor.mediclinic.com/results-centre/results-and-reports.

Resolutions 6 to 17: Election and re-election of directors

Election of directors

- 6. To elect Natalia Barsegiyan, serving as an independent non-executive director of the Company, as a director of the Company.
- 7. To elect Zarina Bassa, serving as an independent non-executive director of the Company, as a director of the Company.

Re-election of directors

- 8. To re-elect Dame Inga Beale, serving as the Non-executive Chair of the Company, as a director of the Company.
- 9. 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.
- 10. To re-elect Jurgens Myburgh, serving as the Group Chief Financial Officer ('CFO') of the Company, as a director of the Company.
- 11. To re-elect Dr Felicity Harvey, serving as the Senior Independent Director ('SID'), an independent non-executive director of the Company, as a director of the Company.
- 12. To re-elect Dr Muhadditha Al Hashimi, serving as an independent non-executive director of the Company, as a director of the Company.
- 13. To re-elect Jannie Durand, serving as a non-executive director of the Company, as a director of the Company.
- 14. To re-elect Danie Meintjes, serving as a non-executive director of the Company, as a director of the Company.
- 15. To re-elect Dr Anja Oswald, serving as an independent non-executive director of the Company, as a director of the Company.
- 16. To re-elect Tom Singer, serving as an independent non-executive director of the Company, as a director of the Company.
- 17. To re-elect Steve Weiner, 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 (the 'Articles'), any director appointed as such by the Board shall retire at the following annual general meeting and shall be eligible for election. In addition, all members of the Board wishing to continue their appointments must seek re-election by the shareholders.

Natalia Barsegiyan and Zarina Bassa were appointed as non-executive directors on 1 August 2021 and 1 February 2022, respectively; both will therefore retire and stand for election. All the other current directors of the Company are also retiring and seeking re-election at the AGM. The biographical details of all the directors seeking election or re-election at the AGM are set out on pages 17–23 of this Notice and the Board recommends their election or re-election as appropriate.

The Board considers Natalia Barsegiyan, Zarina Bassa, Dame Inga Beale, Dr Felicity Harvey, Dr Muhadditha Al Hashimi, Dr Anja Oswald, Tom Singer and Steve Weiner 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 AGM 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'). 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.

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 6, 7, 8, 11, 12, 15, 16 and 17) 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. Jannie 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.

Danie Meintjes does not meet the criteria to be considered an independent non-executive director due to his former position as 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 Danie has gained over 30 years in different capacities across the business.

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

Resolutions 18 and 19: Reappointment and remuneration of auditors

- 18. To reappoint PricewaterhouseCoopers LLP as the Company's auditors, to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which annual accounts and reports are laid before the Company's shareholders.
- 19. To authorise the Audit and Risk Committee to determine the remuneration of the Company's auditors

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 auditors to serve until the next such meeting. An assessment of the effectiveness, independence and objectivity of the auditors was undertaken by the Audit and Risk Committee, which recommended to the Board that PricewaterhouseCoopers LLP be reappointed as auditors. The Board confirms that: (i) the recommendation is free from influence by a third party; and (ii) no contractual term of the kind mentioned in Article 16(6) of the EU Regulation 537/2014 has been imposed on the Company. Accordingly, the Board recommends the reappointment of PricewaterhouseCoopers LLP as the auditors of the Company pursuant to resolution 18.

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. Resolution 19 gives authority to the Audit and Risk Committee to determine the remuneration of the Company's auditors.

Resolution 20: Authority to make political donations

- 20. 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 2023 or 30 September 2023, 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 Code of Business Conduct and Ethics and Anti-bribery Policy, unless preapproved by the executive committee of the division and reported on to the Group Executive Committee. It is not the policy of the Company to make political donations as contemplated in the Act. The Group made no such payments during the year ended 31 March 2022 ('FY22') and has no intention of doing so during the current financial year. 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 20.

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 20 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 on page 169 of the **2022 Annual Report**, as is customary in that geography, our Swiss division 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 client 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 that geography, our Swiss division has traditionally supported 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 nature made by our Swiss division during FY22 amounted to CHF21 000 (FY21: CHF3 000). Annual fluctuations in spend are mostly due to the timing of national and cantonal renewal elections. 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 21: Authority to allot ordinary shares

- 21. 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:
 - 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 2023 or 30 September 2023, 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 21 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 27 July 2021, which expires at the end of the AGM.

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 24 May 2022, 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 24 May 2022, 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 21).

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 21 are without prejudice to previous allotments made under such existing authorities. The authorities will be valid only until the conclusion of the next annual general meeting of the Company to be held in 2023 or 30 September 2023, whichever is earlier.

Please refer to page 117 of the **2022 Annual Report** for an explanation of the shareholder engagement undertaken by the Company in respect of this resolution after the 2021 AGM and the outcome from this engagement.

SPECIAL RESOLUTIONS

Resolution 22: Authority to disapply pre-emption rights

- 22. That, if resolution 21 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 21, 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 21 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 2023 or 30 September 2023, 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 23: Additional authority to disapply pre-emption rights for purposes of acquisitions or capital investments

- 23. That, if resolution 21 above is passed, the Board be given the power, in addition to any power granted under resolution 22 above, to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph (a) of resolution 21 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 2023 or 30 September 2023, 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 22 and 23

At the annual general meeting held on 27 July 2021, the Directors were given the authority to issue equity securities of the Company and sell treasury shares in exchange for cash until the 2022 AGM.

Resolution 22 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 22 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 24 May 2022, 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 23 seeks this separate authority. Where the authority granted under resolution 23 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 23 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 2023 or 30 September 2023, whichever is earlier.

Resolution 24: Notice of general meetings, other than annual general meetings

24. 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 Environmental, Social and Governance ('ESG') Committee

The ESG Committee (the 'Committee') performs the statutory functions of a social and ethics committee in respect of certain South African subsidiaries of the Company, in accordance with the South African Companies Act, No.71 of 2008, as amended. These include the requirement to report to shareholders at a company's AGM on matters within its mandate. The report by the Committee included on pages 135–136 of the 2022 Annual Report, read with the 2022 Sustainable Development Report published on the Company's website at annualreport.mediclinic.com, serve as the Committee's feedback to the Company's shareholders on the matters within its mandate at the AGM. Any questions to the Committee may be sent to the Company Secretary prior to the 2022 Shareholder Event or the AGM in accordance with the instructions set out on pages 28 and 27 of this document, respectively.

By order of the Board.

Link Company Matters Limited

Company Secretary

Mediclinic International plc

6th Floor, 65 Gresham Street, London, EC2V 7NQ

21 June 2022

APPENDIX 1

SUMMARY OF THE MEDICLINIC INTERNATIONAL PLC OMNIBUS SHARE PLAN RULES

The rules of the Mediclinic International plc 2022 Omnibus Share Plan (the 'Omnibus Plan') are summarised below. The proposed operation of the Omnibus Plan in respect of the Company's executive directors is described in the proposed Directors' Remuneration Policy (the 'Policy') as set out on pages 148–156 of the **2022 Annual Report**.

Operation

The Omnibus Plan will be administered by the Board of Directors of the Company or by any duly authorised Board committee (for the purpose of this appendix, the 'Board'). Decisions in relation to any participation in the Omnibus Plan by the Company's executive directors will always be taken by the Company's Remuneration Committee. Any employee of the Company or its subsidiaries (the 'Group') is eligible to participate at the Board's discretion, save that no restricted share award may be granted to an executive director of the Company unless permitted under the Policy.

Grant of awards

The Omnibus Plan provides for the grant of performance share awards (a right to receive shares if the performance condition the award is subject to is satisfied), deferred share awards (a right to receive shares if the eligible employee is also eligible to receive a bonus) and restricted share awards (a right to receive shares on vesting which is neither a performance share award or a deferred share award) (the 'Awards'), all of which can take the form of a conditional Award or a nil-cost option over fully paid ordinary shares in the Company (the 'Shares').

Awards can be granted only in the six weeks following the day on which the Omnibus Plan is approved by shareholders, the announcement by the Company of its results for any period, the day on which the Policy is approved by shareholders, or any day on which the Board determines that exceptional circumstances exist which justify the grant of Awards. Awards are not transferable except on death and will not form part of pensionable earnings.

Performance

The vesting of performance share awards will be subject to the satisfaction of a performance condition, measure, target or underpin (described in this summary as 'performance conditions'), whilst both deferred share awards and restricted share awards may be subject to a performance condition.

It is currently intended that the following performance conditions will apply to performance share awards, as set out in the Directors' Remuneration Policy:

- 30% of the Award will be based on earnings per share performance for the final year of the performance period;
- 30% of the Award will be based on return on invested capital ('ROIC') performance for the final year of the performance period:
- 20% of the Award will be based on revenue performance for the final year of the performance period (organic revenue growth only, any revenue generated from mergers and acquisitions to be excluded); and
- 20% of the Award will be based on strategic measures.

The period over which any performance condition will be assessed will not normally be less than three years.

To the extent that deferred share awards and restricted share awards are not subject to performance, they will vest following the end of the vesting period set by the Board at grant, which for a deferred share award, will usually be the two-year period following grant.

Any performance condition may be amended or substituted if the Board considers that an amended or substituted performance condition would be reasonable, appropriate and would not be materially less difficult to satisfy than when it was originally set.

Individual limit

Performance share awards and restricted share awards will not be granted to a participant under the Omnibus Plan in respect of any financial year of the Company if such grant will cause the market value of the Shares (as determined by the Board) subject to all such Awards to exceed the limit as set out in the Policy. Recruitment awards will not be subject to this limit.

Deferred bonus awards will not be granted to a participant under the Omnibus Plan in respect of any financial year of the Company if such grant will cause the market value of the Shares (as determined by the Board) subject to all deferred bonus awards granted to that eligible employee to exceed the total bonus payable to them for that financial year.

Plan limits

In any 10-year period, the number of Shares which may be issued under the Omnibus Plan and any other employee share plan adopted by the Company may not exceed 10% of the issued ordinary share capital of the Company from time to time.

In addition, in any 10-year period, the number of Shares which may be issued on a discretionary basis under the Omnibus Plan and any other employee share plan adopted by the Company may not exceed 5% of the issued ordinary share capital of the Company from time to time.

Treasury Shares will be treated as newly issued for the purpose of these limits until such time as guidelines published by institutional investor representative bodies determine otherwise.

Vesting, exercise and release of Awards

Awards subject to performance conditions will normally vest as soon as reasonably practicable after the end of the performance period (or on such later date as the Board determines) to the extent that the performance conditions have been satisfied. Awards not subject to performance conditions will normally vest following the end of the vesting period referred to above.

The Board may also adjust (including by reducing to nil) the extent to which an Award would vest, if it considers that either the vesting level does not reflect the underlying financial or non-financial performance of the participant or the Group over the vesting period, or the vesting level is not appropriate in the context of circumstances that were unexpected or unforeseen when the Award was granted, or there exists any other reason why an adjustment is appropriate ('Appropriate Adjustment').

In addition, the Board may determine that a vested Award is also subject to a holding period (a 'Holding Period') during which Shares subject to an Award will not be delivered to participants and at the end of which Awards will be released (i.e. participants will be entitled to receive their Shares under their Awards).

The Board will determine the length of the Holding Period (which will usually be a two-year period starting on the date an Award vests), provided that the Holding Period will, for Awards granted to the Company's executive directors, normally end no earlier than the fifth anniversary of the grant date.

The Board may also accelerate or delay the vesting or release of an Award if, as a result of the participant moving jurisdiction, the participant would suffer a different liability to tax and/or social security contributions than was anticipated at the grant date, the participant's ability to exercise a nil-cost option or have Shares delivered to them would be restricted, and/or the participant's ability to hold or deal in the Shares acquired or the proceeds of sale or of dividends payable on such Shares would be restricted or prohibited.

At any time before the point at which an Award has vested/been released, or a nil-cost option has been exercised, the Board may decide to pay a participant a cash amount equal to the value of the Shares they would have otherwise received.

Dividend equivalent payments

The Board may, before the delivery of Shares in satisfaction of an Award, decide to award dividend equivalent payments in respect of the Shares that vest under Awards in respect of dividends paid in such period as it determines, ending no later than the Release Date. Dividend equivalents may be paid in Shares or cash and may assume the reinvestment of the dividends in Shares.

Leavers

Death

If a participant ceases to hold office or employment with the Group as a result of their death before the vesting date, an unvested Award will, unless the Board determines otherwise, vest and be released at the time of the participant's death to the extent that the Board determines. The Board will take into account the satisfaction of any performance condition, any Appropriate Adjustment and (save for deferred share awards), unless it determines otherwise, the proportion of the period of time between grant and the normal vesting date that has elapsed. A participant's personal representatives will normally have 12 months from the participant's death to exercise any vested and released nil-cost options.

Awards lapse unless the participant is a Good Leaver

Awards will usually lapse on the individual's cessation of office or employment with the Group before the vesting date, except where cessation is as a result of the individual's ill health, injury or disability, where the participant's employer is no longer a member of the Group, or for any other reason (other than gross misconduct) that the Board determines ('Good Leavers').

Continuation of Awards

Unvested Awards held by Good Leavers will usually continue until the normal vesting date (or where an Award is subject to a Holding Period, the end of the Holding Period), unless the Board determines that the Award will vest (and be released) at an earlier date following the date of cessation. Nil-cost options will normally be exercisable for six months after vesting (or, where relevant, release). In determining vesting following cessation, the Board will take into account the satisfaction of any performance condition, any Appropriate Adjustment and (save for deferred share awards), unless it determines otherwise, the proportion of the period of time between grant and the normal vesting date that has elapsed as at the date of cessation.

Leaving during a Holding Period and exercise of nil-cost options post-cessation

If a participant ceases to be an officer or employee of the Group during a Holding Period, their Award will normally be released at the end of the Holding Period, unless the Board determines that it should be released as soon as reasonably practicable following their cessation of office or employment. However, if a participant ceases to hold office or employment due to gross misconduct during a Holding Period, their Award will lapse immediately on the date of such cessation. Nil-cost options will normally be exercisable for six months after release.

If a participant ceases to be an officer or employee of the Group whilst holding a vested nil-cost option which is not (or is no longer) subject to a Holding Period, they will normally have six months from cessation of office or employment to exercise that nil-cost option, unless they cease to hold office or employment due to gross misconduct, in which case their nil-cost option will lapse immediately.

Post-cessation shareholding requirements and change in circumstances

The Board may determine that any Award held by a participant after they have ceased to hold office or employment with the Group will lapse if that participant fails to abide by any shareholding requirement set out in the Policy.

Where a participant continues to hold an Award post-cessation of employment, the Board may require them to confirm that they have not started or agreed to start employment with, or otherwise provide services to, any other person, and may make the delivery of any Shares to satisfy the release or exercise of the Award conditional upon that confirmation being provided. The Board may determine that the Award will lapse where such confirmation is not provided or the Board determines that the participant has started or agreed to start employment with, or otherwise provide services to, any other person.

Malus and clawback

During the vesting period only, if there is:

- a material downturn in the financial performance of any Group member or a relevant business unit; or
- any other circumstances that the Board considers to be similar in their nature or effect,

and

during the period before the end of the recovery period, if there is:

- a material misstatement of any Group member's financial results;
- an error in assessing a performance condition applicable to an Award or in the information or assumptions on which it was granted, vested or released;
- a material failure of risk management in any Group member or relevant business unit;
- serious reputational damage to any Group member or relevant business unit;
- serious misconduct or a material error on the part of the participant;
- · a material corporate failure in any Group member or relevant business unit; or
- any other circumstances the Board considers to be similar in their nature or effect to these
 events,

the Board may:

- reduce Awards (including to nil) or impose additional conditions on the Awards at any time before the end of the recovery period in respect of such Award; and/or
- require a participant to make a cash payment to the Company in respect of some or all of the Shares or cash delivered to them under the Award; and/or
- require a participant to return for no consideration some or all of the Shares delivered to them under their Award.

If the action or conduct of any participant, Group member or relevant business unit is under investigation by the Company or by a third party, the Board may extend the period during which *malus* and clawback may be applied as appropriate.

Corporate events

In the event of a change of control of the Company or other corporate events such as a winding-up of the Company, demerger, delisting, special dividend, a compromise or arrangement with either section 899 or 901F of the Companies Act 2006, all unvested Awards will vest to the extent determined by the Board, taking into account the extent to which any performance conditions have been satisfied, any Appropriate Adjustment and, unless the Board determines otherwise (or, in the case of a deferred share Award, where time-proration is not applicable), the proportion of the period of time between grant and the normal vesting date that has elapsed at the date of the relevant event. Awards to the extent vested will then be released, with all nil-cost options lapsing either one month (for a change of control) or such period as the Board determines (other corporate events) from the date of the relevant event.

In the event of a change of control or internal reorganisation, the Board may require Awards to be exchanged for Awards of equivalent value in the acquiring company instead of vesting or being released as part of the relevant transaction, or where an appropriate offer has been made to a participant to exchange their Awards and the participant has accepted such offer.

Adjustment of Awards

The Board may adjust the number of Shares under an Award or any performance condition applicable to an Award in the event of a variation of the Company's share capital or any demerger, delisting, special dividend or other event which, in the opinion of the Board, may affect the current or future value of Shares.

Amendments

The Board may amend the Omnibus Plan at any time, provided that prior approval of the Company's shareholders will be required for amendments to the advantage of eligible employees or participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Shares comprised in an Award and the impact of any variation of capital.

However, any minor amendment to benefit the administration of the Omnibus Plan, to take account of legislative changes or to obtain or maintain favourable tax, exchange control or regulatory treatment may be made by the Board without shareholder approval.

Satisfying Awards and termination of the Omnibus Plan

Awards may be satisfied using newly issued Shares, treasury Shares or Shares purchased in the market. Awards may not be granted under the Omnibus Plan after the 10th anniversary of its approval by shareholders.

BIOGRAPHIES OF THE DIRECTORS

Taking into account the results of the FY22 Board evaluation concluded in March 2022 (described on pages 117-119 of the **2022 Annual Report**), the skills of each director and the composition of the Board, including the balance of independence, the Board considers that each of the current directors is committed to their role, has sufficient time available to fully discharge their duties and will continue to contribute positively and effectively to the Group's long-term, sustainable success. The skills and experience of each director is set out below:

COMMITTEE KEY

- A Audit and Risk Committee
- Clinical Performance Committee
- **E** ESG Committee
- Investment Committee
- N Nomination Committee
- R Remuneration Committee
- Chair of committee



RESOLUTION 6: NATALIA BARSEGIYAN

A E

Independent Non-executive Director Nationality: French, Russian Appointed: August 2021

Key strengths and experience

- Strong finance background with commercial and strategic focus
- Extensive understanding of data analytics to support transformation

Natalia is a former Chief Commercial Officer of Yum! Brands, Inc. (owner of brands such as KFC) and former CFO of its subsidiary, Taco Bell. A certified professional accountant (RF CPA) and certified management accountant (USA CMA), she was born in Ukraine, and has lived and worked across the United States, Europe, Russia and the UK.

She holds an MEng in Electrical Engineering (Moscow State University of Transport, Russia) and an MBA (Academy of National Economy, Russia), and completed executive education programmes on Valuation, Mergers and Acquisitions (Harvard), Financial Management (Stanford Graduate School of Business), and Organisational Design for Digital Transformation (MIT Sloan School of Management).

Key external appointments

Non-executive director of Domino's Pizza Group plc, chair of its Sustainability Committee and member of its Audit, Remuneration and Nomination committees; adviser to Kharis Capital, a private equity firm based in Belgium.



RESOLUTION 7: ZARINA BASSA



Independent Non-executive Director Nationality: South African Appointed: February 2022

Key strengths and experience

- · Strategic and operational experience in complex, regulated environments
- Strong financial and accounting background
- Diverse experience in listed companies across a breadth of sectors and jurisdictions

Zarina has served as a non-executive director at several companies, including Kumba Iron Ore Limited, Mercedes Benz SA Ltd. Sun International Ltd. Vodacom South Africa Proprietary Ltd, Yebo Yethu Ltd and Woolworths Holdings Ltd, as well as the South African Institute of Chartered Accountants ('SAICA'), the Accounting Standards Board and the Financial Services Board. She also chaired the South African Public Accountants' and Auditors' Board, and the South African Auditing Standards Board. Prior to that, she was a partner of Ernst & Young Inc. and, in 2002, joined the Absa Group, where she served as an executive director of Absa Bank, a member of the group's executive committee and Head of the Private Bank.

She holds a BAcc (University of Durban-Westville) and is registered with SAICA.

Key external appointments

SID of Investec plc and Investec Ltd, the specialist banking and wealth management group with dual listings on the LSE and JSE, and non-executive director of certain of their subsidiaries; non-executive director of JSE Ltd and Oceana Group Ltd, South African companies listed on the JSE.



RESOLUTION 8: DAME INGA BEALE







Non-executive Chair Nationality: British Appointed: Chair Designate March 2020, Chair July 2020

Key strengths and experience

- · Nearly 40 years' business management and leadership experience
- · Instrumental in large-scale digital and cultural transformation

As the first female CEO of Lloyd's of London, from 2014 to 2018, Inga led its expansion into Dubai, China and India, and advanced diversity and inclusion initiatives across the international insurance sector. Her background in global financial services, insurance and risk management brings a different perspective to the Board's debates. Previously, she held various senior leadership positions at Converium, Zurich Insurance Group, Canopius and GE Insurance Solutions.

She has been an associate of the Chartered Insurance Institute since 1987 and was appointed Dame Commander of the Order of the British Empire in 2017 for services to the UK economy.

Key external appointments

Independent non-executive director of Crawford & Company, Inc. and Willis Towers Watson plc, member of the supervisory board of NN Group N.V., and Patron of Insuring Women's Futures.



RESOLUTION 9: DR RONNIE VAN DER MERWE





Group Chief Executive Officer Nationality: South African Appointed: June 2018

Key strengths and experience

- · Strong track record of leadership and management within private sector healthcare
- Experience in strategy, organisational development, clinical performance, technology adoption and quality management
- · Qualified anaesthesiologist with expertise in intensive care, acute and chronic pain, and trauma, as well as managed healthcare principles and reimbursement models

Ronnie joined Mediclinic in 1999 and served as Chief Clinical Officer before his appointment as Group CEO. He was an executive director of Mediclinic International Ltd from 2010 up to the reverse takeover of Al Noor Hospitals Group plc. Ronnie has extensive knowledge of Mediclinic's operations. He established the Clinical Services, Clinical Information, Advanced Analytics, Health Information Management and central Procurement functions at Mediclinic, driving growth.

He holds an MBChB (Stellenbosch University), a DA (SA) (College of Anaesthetists of South Africa) and the FCA (SA) (Fellowship of the College of Anaesthetists of South Africa), and has completed the Advanced Management Program (Harvard Business School).

Key external appointments

Non-executive director of Spire since 24 May 2018 under the terms of the shareholder agreement between Spire and Mediclinic.



RESOLUTION 10: JURGENS MYBURGH



Group Chief Financial Officer Nationality: South African Appointed: August 2016

Key strengths and experience

• Over 20 years' broad financial and accounting experience

As a qualified chartered accountant with extensive investment banking experience, Jurgens takes a balanced approach to financial management and growth. Since joining Mediclinic as Group CFO, he has driven a structured approach to capital allocation with an emphasis on free cash flow and ROIC. Previously, he served as CFO at Datatec Ltd. He qualified with KPMG and, in 2001, joined The Standard Bank of South Africa Ltd, where he was appointed as Head of Mergers and Acquisitions in 2009.

He holds a BCom Hons in Accounting (University of Johannesburg) and is registered with SAICA.

Key external appointments



RESOLUTION 11: DR FELICITY HARVEY CBE







Senior Independent Director Nationality: British Appointed: Independent non-executive director October 2017, SID September 2021

Key strengths and experience

- In-depth knowledge of health sector with both clinical experience and public health
- · Strong insight into healthcare technology and sustainable development

Felicity was previously Director General for Public and International Health for the UK Government: Head of Medicines. Pharmacy and Industry Group at the Department of Health, London; Director of the UK Prime Minister's Delivery Unit; Director of Prison Health for Her Majesty's Prison Service; Head of Quality Management at NHS Executive; and Private Secretary to the Chief Medical Officer.

She 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 was appointed CBE in 2008 and is an Honorary Fellow of the Royal College of Physicians and a Fellow of the Faculty of Public Health.

Key external appointments

Non-executive director of Guy's and St Thomas' NHS Foundation Trust and Halcyon Topco Ltd (ultimate parent company of Sciensus); visiting professor at the Institute of Global Health Innovation, Imperial College London; co-chair of the World Health Organization Independent Oversight and Advisory Committee for Health Emergencies Programme.



RESOLUTION 12: DR MUHADDITHA AL HASHIMI



Independent Non-executive Director Nationality: Emirati Appointed: November 2017

Key strengths and experience

- Significant experience of healthcare and higher education industry in the UAE
- · Strategic and tactical expertise in operations, fiscal management and transaction negotiation

Muhadditha contributes valuable insights into the Middle East's geopolitical landscape. Previously, she was CEO of Dubai Healthcare City; CEO of the Mohammed Bin Rashid Al Maktoum Academic Medical Center; Deputy CEO of Tatweer; a member of Dubai Holding; Executive Dean of the Faculty of Health Sciences, Higher Colleges of Technology ('HCT'); Acting Deputy Vice Chancellor of Academic Affairs at HCT; and Director of Education of the Harvard Medical School Dubai Center.

She 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).

Key external appointments

President and chair of the board of trustees of the Sharjah Education Academy; chair of the Sharjah Private Education Authority; a member of the University of Sharjah's board of trustees, Audit and Compliance Committee and Academic Committee.



RESOLUTION 13: JANNIE DURAND





Non-executive Director Nationality: South African Appointed: February 2016

Key strengths and experience

- Over 20 years' investment experience with substantial strategic and tactical expertise
- Significant knowledge of capital markets, finance and accounting, risk management. investor relations

Jannie joined the Rembrandt Group in 1996 and became CEO of Remgro in 2012. He is the Board representative for Remgro, which holds a 44.56% interest in the Company. Jannie was a non-executive director of Mediclinic International Ltd from 2012 to 2016, when it combined with the Company (then Al Noor Hospitals Group plc) to become Mediclinic International plc.

He holds a BAcc Hons in Accountancy (Stellenbosch University) and an MPhil in Management Studies (Oxford University). Jannie is registered with SAICA.

Key external appointments

CEO of Remgro; non-executive chair for the following listed companies within the Remgro group: Distell Group Holdings Ltd, RCL Foods Ltd and Rand Merchant Investment Holdings Ltd.



RESOLUTION 14: DANIE MEINTJES



Non-executive Director Nationality: South African **Appointed: Non-executive director August** 2018, non-executive director for workforce engagement April 2019

Key strengths and experience

- · Significant operational, strategic and risk management experience
- Extensive knowledge of the healthcare

As the former Group CEO, Danie led Mediclinic's efforts to invest in our workforce and is uniquely positioned to oversee and evaluate employee engagement. He was CEO of Mediclinic from 2010 up to his retirement on 1 June 2018. He became an executive director and Group CEO of the Company on 15 February 2016 upon the Company's listing on the LSE. Danie served in various management positions in the Remgro group before becoming the Hospital Manager of Mediclinic Sandton in 1985. He joined Mediclinic's Executive Committee in 1995 and became a director in 1996. He was seconded to the Group's Dubai operations in 2006 and appointed CEO of Mediclinic Middle East in 2007. He served as a non-executive director of Spire from 2015 to 2018.

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

Key external appointments

Non-executive director of Capitec Bank Holdings Ltd and Capitec Bank Ltd.



RESOLUTION 15: DR ANJA OSWALD



Independent Non-executive Director **Nationality:** Swiss Appointed: July 2018

Key strengths and experience

- Experience in healthcare, clients' needs and the medical operational sector
- · Experience in digital transformation and digital ecosystems in healthcare services
- · Insights into political, regulatory and administration context of healthcare in Switzerland

Ania was previously Deputy Medical Officer in the Department of Health and Head of Medical and Pharmaceutical Services. She served on various cantonal, regional and national committees in Swiss health administration, working closely with political opinion leaders. She was also CEO of a healthcare start-up company and worked several years as a medical doctor in various hospitals.

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

Key external appointments

CEO of Klinik Sonnenhalde AG; member of the boards of Integrierte Psychiatrie Winterthur and Zippsafe AG; Past-President of the Association of Private Hospitals in Basel.



RESOLUTION 16: TOM SINGER







Independent Non-executive Director Nationality: British Appointed: July 2019

Key strengths and experience

- Thorough understanding of UK-listed company environment, including risk management and internal control
- Experience in healthcare, innovation and transformation

Tom's long career in finance makes him ideally suited to his role as Chair of the Audit and Risk Committee. He is a former non-executive director of Liberty Living Group PLC and DP Eurasia N.V. and previously served as CFO of InterContinental Hotels Group PLC and British United Provident Association ('BUPA'), a provider of health-related services including private hospitals. Earlier in his career, Tom was CFO and Chief Operating Officer of William Hill PLC and Finance Director of Moss Bros PLC. He started his career in professional services and spent a total of 12 years at Price Waterhouse and McKinsey.

He is a qualified chartered accountant with a BSc Hons Finance and Accounting (University of Bristol) and has completed the Advanced Management Programme (INSEAD).

Key external appointments

Non-executive director of Halfords Group plc. chair of their Audit Committee and member of their ESG, Nomination and Remuneration committees.



RESOLUTION 17: STEVE WEINER





Independent Non-executive Director Nationality: American Appointed: July 2020

Key strengths and experience

- Significant healthcare and international consumer goods experience
- Finance and business transformation leadership roles in large, complex organisations in developed and developing markets

Steve spent the majority of his finance career with the international consumer goods group Unilever, most recently as Group Controller responsible for performance management, accounting, reporting and control. He was a member of Unilever's Global Finance Leadership Team, working closely with the group's board and Audit Committee.

He has a Masters in Finance (Columbia University) and a BSc in Management (Rutgers University).

Key external appointments

Non-executive director of Guy's and St Thomas' NHS Foundation Trust, chair of their Transformation and Major Programmes Committee and member of their Audit and Risk, Quality and Performance, Remuneration, and Strategy and Partnership committees; non-executive director of King's College Hospital NHS Foundation Trust and member of its Audit and Finance and Commercial committees.

SHAREHOLDER NOTES

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

- 1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the register of members of the Company at close of business on Tuesday, 26 July 2022 (or. in the event of any adjournment, close of business on the date which is 48 hours before the time of the adjourned meeting, excluding at the Directors' discretion any part of any day that is not a working day). 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 AGM. In alignment with best practice for listed companies, it is the current intention that each of the resolutions to be put to the AGM will be voted on by way of a poll and not by show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account. Following a poll vote, any shareholder who has voted on the poll is entitled under section 360BA of the Companies Act 2006 to request from the Company information which will allow them to determine whether their vote was validly recorded and counted. Shareholders who wish to do so should contact the Company's registrar, Computershare, no later than 30 days following the date of the AGM, using the contact details set out on page 29 of this document.
- 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 Tuesday, 26 July 2022 through any one of
 the following methods:
 - (a) in the case of shareholders on the UK register:
 - (i) by post to the Company's UK registrar 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); or

- (iii) electronically through the website of the Company's UK registrar at www.investorcentre.co.uk/eproxy. Please use the credentials printed on your form of proxy or within your email (if applicable) to vote; or
- (iv) in the case of shares held through CREST, via the CREST system (see notes 10-12 on pages 25-26 of this document);
- (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: proxv@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 AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. A form of proxy, which 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.
- 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 AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 6. The statement of the rights of shareholders in relation to the appointment of proxies in notes 3, 4 and 8 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
- 7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his/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 AGM.
- 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 AGM and voting in person if he/she wishes to do so.
- 10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from 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 15:00 (BST) on Tuesday, 26 July 2022. 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 their 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 AGM 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 24 May 2022 (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 24 May 2022 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 auditors' report and the conduct of the audit), which are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the 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. The business which may be dealt with at the AGM 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 AGM has the right to ask questions. The Company must answer any such question relating to the business being dealt with at the AGM, but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered. If multiple questions on the same topic are received in advance, the Chair may choose to provide a single answer to address shareholder queries on the same topic.
 - Shareholders may also submit questions to the Directors about the Company and its business or the resolutions being proposed at the AGM in advance of the AGM by sending an email to the Company Secretary at MediclinicInternational@linkgroup.co.uk by 17:00 (BST) on 25 July 2022. These questions will also be addressed at the meeting.
- 18. The following documents are 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 21 June 2022 until the time of the AGM, and may also be inspected at the AGM venue, as specified in the Notice, from 14:30 (BST) on the day of the AGM until its conclusion:
 - (a) copies of the directors' letters of appointment or service contracts; and
 - (b) a copy of the Articles of Association of the Company.
- 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 AGM 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 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 **annualreport.mediclinic.com**.

SHAREHOLDER EVENT

THURSDAY, 14 JULY 2022 AT 14:00 (BST)

We will be holding a live online shareholder event on 14 July 2022 at 14:00 (BST) to provide shareholders with the opportunity to hear from the Chair and ask questions of the Board in relation to the business of the Company or the resolutions being proposed at the AGM prior to submitting their proxy votes.

Shareholders will be able to ask questions during the Shareholder Event or submit them in writing in advance of the event by emailing them to the Company Secretary at mediclinicinternational@linkgroup.co.uk by 17:00 (BST) on 11 July 2022 with 'Shareholder Event 2022' in the subject line for ease of identification. The Company will answer the questions during the Shareholder Event and endeavour to publish and maintain an appropriate summary of responses to questions raised on the '2022 AGM' event page at investor.mediclinic.com. If multiple questions on the same topic are received, a single answer may be provided to address all shareholder queries on the same topic.

Participation in the Shareholder Event will not constitute formal attendance at the AGM.

HOW TO REGISTER FOR THE EVENT

You can register for the Shareholder Event by emailing the Company Secretary at mediclinicinternational@linkgroup.co.uk. We will then verify that you are registered in the register of members of the Company before providing full details on how to join. Only verified shareholders and Nominated Persons will be allowed to access the event.

IMPORTANT: To facilitate this verification:

- Shareholders registered on the UK register of members should provide their Shareholder Reference Number, included in the form of proxy posted with this Notice or email or letter of notification of availability sent to them when this Notice was published.
- Nominated Persons, shareholders on the UK register of members or the South African branch register holding their shares through a broker and shareholders on the South African branch register holding their shares through a CSDP will need to provide the Company Secretary with a letter of representation to confirm their eligibility to attend the event.
- Corporate representatives will also need to provide the Company Secretary with a letter of representation from the corporate shareholder.

To ensure the timely completion of this verification process, please register for the event as soon as possible and in any event no later than by 14:00 (BST) on 12 July 2022.

You will be able to join the event via your PC, laptop, tablet or mobile device.

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: +44 333 300 1930

LISTING

FTSE sector: Health Care –
Health Care providers – Health Care Facilities
ISIN code: GB00B8HX8Z88
SEDOL number: BBHX8Z8
EPIC number: MDC
LEI: 2138002S5BSBIZTD5160
Primary listing: London Stock Exchange
(share code: MDC)

(snare code: MDC)
Secondary listing: JSE (share code: MEI)
Secondary listing: Namibian Stock Exchange
("NSX") (share code: MEP)

COMPANY SECRETARY

Link Company Matters Limited Caroline Emmet 6th Floor, 65 Gresham Street, London, EC2V 7NQ Tel: +44 333 300 1930

${\it Email:} \ {\it mediclinic} in ternational@linkgroup.co.uk$

INVESTOR RELATIONS CONTACT

James Arnold Head of Investor Relations Hudson House, 8 Tavistock Street London, WC2E 7PP Tel: +44 20 3786 8180/1

REGISTRAR/TRANSFER SECRETARIES United Kingdom

Computershare Investor Services PLC The Pavilions, Bridgwater Road,

Bristol, BS13 8AE Tel: +44 370 703 6022

Email: ir@mediclinic.com

Email: WebCorres@computershare.co.uk

South Africa

Computershare Investor Services (Pty) Ltd Rosebank Towers, 15 Biermann Avenue, Rosebank 2196 Private Bag X9000, Saxonwold 2132 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 ADVISERS

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 (Ptv) Ltd

Legal Advisers

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

Remuneration Consultant

Deloitte LLP

Communication Agency

FTI Consulting Tel: +44 20 3727 1000

Email: businessinquiries@fticonsulting.com



VENUE AND DIRECTIONS

Rosewood London Hotel 252 High Holborn London WCIV 7EN United Kingdom Tel: +44 20 7781 8888

TRANSPORT LINKS

London underground station

The nearest London underground station is Holborn, which is a short walk (500ft/140m) along High Holborn from the Rosewood London Hotel.

Airports

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

Major rail stations

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