INDEPENDENT AUDITORS' REPORT
to the members of Mediclinic International plc
(formerly Al Noor Hospitals Group plc)

REPORT ON THE GROUP FINANCIAL STATEMENTS

Our opinion
In our opinion, Mediclinic International plc's Group financial statements (the "financial statements"):

- give a true and fair view of the state of the Group's affairs at 31 March 2016 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006 and Article 4 of the IAS Regulation.

What we have audited
The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the consolidated statement of financial position at 31 March 2016;
- the consolidated income statement for the year then ended;
- the consolidated statement of other comprehensive income for the year then ended;
- the consolidated statement of cash flows for the year then ended;
- the consolidated statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

Certain required disclosures have been presented elsewhere in the Annual Report, rather than in the notes to the financial statements. These are cross-referenced from the financial statements and are identified as audited.
The financial reporting framework that has been applied in the preparation of the financial statements is IFRSs as adopted by the European Union and applicable law.

Our audit approach
Overview

- Overall Group materiality: £13 million which is based on 5% of profit before tax after adjustment for one-off transaction costs incurred relating to the combination between Al Noor Hospitals Group plc and Mediclinic International Limited.

- Our audit included full scope audits at three significant reporting units, a full scope audit of the parent company and specified procedures at two further reporting units which accounted for 90% of consolidated revenue, 99% of consolidated profit before tax and 90% of consolidated adjusted profit before tax and covered all reporting units that individually contributed more than 2% to the Group's revenue and 3% to adjusted profit before tax.
- Accounting for the reverse acquisition of Al Noor Hospitals Group plc
- Accounting for the acquisition of a 29.9% associate interest in Spire Healthcare Group plc ("Spire")
- Measurement of revenue adjustments
- Impairment of intangible assets and goodwill
- Capital expenditure in respect of buildings

Context
The focus of our audit attention was directed by key developments in the operations of the Group during the year.

The most significant development in the year was the acquisition of Al Noor Hospitals Group plc ("Al Noor") by Mediclinic International Limited in a reverse takeover transaction, with the enlarged Group being re-named Mediclinic International plc (the "Group" or "Mediclinic"). The Group also acquired a significant associate interest in Spire Healthcare Group plc during the year.

PricewaterhouseCoopers LLP ("PwC UK") was appointed as auditors of the enlarged Group on 21 March 2016. Prior to the merger with Al Noor, PricewaterhouseCoopers Inc. ("PwC South Africa") had been the auditors of Mediclinic International Limited and KPMG LLP ("KPMG") had audited Al Noor. In light of this being our first year audit of the enlarged Group, we performed a review of the prior year audit working papers of Al Noor (KPMG) and Mediclinic (PwC South Africa) and we considered the key management judgements in the opening balance sheet of the Group at 1 April 2015.

INDEPENDENT AUDITORS' REPORT (continued)

to the members of Mediclinic International plc
(formerly Al Noor Hospitals Group plc)

The scope of our audit and our areas of focus

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)").

We designed our audit by determining materiality and assessing the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud, and the risk of fraud in revenue recognition. Procedures designed to address these risks included testing of material journal entries and post-close adjustments, testing and evaluation of management's key accounting estimates for reasonableness and consistency, undertaking cut-off procedures to verify proper cut-off of revenue and expenses and testing the existence and accuracy of revenue transactions. In addition, we incorporate an element of unpredictability into our audit work each year.

The risks of material misstatement that had the greatest effect on our audit, including the allocation of our resources and effort, are identified as areas of focus in the table on the opposite page. We have also set out how we tailored our audit to address these specific areas in order to provide an opinion on the Group financial statements as a whole. Any comments we make on the results of our procedures should be read in this context. This is not a complete list of all risks identified by our audit.

Area of focus	How our audit addressed the area of focus
1. *Accounting for the reverse acquisition of Al Noor*	
On 15 February 2016, Mediclinic completed the reverse acquisition of Al Noor through a scheme of arrangement. Mediclinic shareholders exchanged their shares in Mediclinic for shares in Al Noor, which resulted in Mediclinic becoming the accounting acquirer in the business combination although Al Noor is the legal parent. Of the total consideration of £1 359m, £913m was paid to Al Noor shareholders in cash in the form of a special dividend and a share repurchase offer, with the balance of £446m being the deemed share element in the reverse takeover. We focused on this transaction because of judgement involved in the purchase price allocation, the materiality of the transaction and the complexity of the associated accounting, tax and disclosures, directing our attention in particular at the following areas: • The acquisition of Al Noor for a total consideration of £1 359m has led to the recognition of goodwill of £1 189m and intangible assets of £65m. Judgement is involved in allocating the purchase price to the tangible and intangible assets identified in the business combination together with the valuation of the intangible assets requiring specialist skills and knowledge. In addition, the accounting for the reverse acquisition involved the quantification of a deemed element of consideration payable to Al Noor shareholders for shares that Mediclinic would have had to issue to Al Noor shareholders in return for their proportionate equity interest in the combined entity. This directly impacted the total amount of goodwill recognised in the transaction; • The presentation and disclosure of the business combination in the financial statements is unusual because the reverse takeover resulted in Mediclinic being the accounting acquirer although Al Noor is the legal parent company of the Group. The equity and comparative numbers in the consolidated financial statements relate to Mediclinic, whereas the legal shareholding relates to Al Noor; • The acquisition of Al Noor was effected through a scheme of arrangement approved by a Court of Law and was preceded by a number of internal restructuring steps; • The effective date of the transaction did not coincide with a reporting period end and the opening balance sheet of Al Noor therefore needed to be prepared at 15 February 2016. Management has undertaken a fair value exercise to conform Al Noor's opening balance sheet to Mediclinic's accounting policies and disclosure practices and to consider the completeness and accuracy of opening balances, including provisions for asset recoverability and contingencies; and	We evaluated management's assessment that it is the shareholders of Mediclinic – the legal subsidiary – that effectively control the combined business following the transaction, even though Al Noor is the legal parent, concluding that Mediclinic should be identified as the accounting acquirer in the business combination. The transaction has been treated as a reverse acquisition on this basis. We obtained the report issued by the external valuation experts engaged by the Group and used to perform the provisional purchase price allocation and to assist with the identification of identifiable assets in the business combination. Using our own valuation specialists, we assessed the process and methodology adopted by management's experts and the underlying assumptions, the most important of which were the discount rate and relief from royalty rates used in their models, and tested the mathematical accuracy of the valuation models for each of the significant intangible assets acquired. We evaluated the methodology and tested the mathematical accuracy of the calculations of the Group for the deemed consideration of £1 359m paid to Al Noor shareholders. We corroborated the underlying information inputs, including the share prices, exchange ratios and foreign exchange rates with independent data sources and we checked the contractual agreements. We obtained the signed contractual agreements relating to the reverse acquisition and read significant contract terms relevant to the accounting and disclosures in the financial statements. We substantively tested journal entries and supporting workings and evidence relating to the accounting for the exchange of shares, special dividend and internal restructuring steps, agreeing them to the contracts and to the terms of the scheme of arrangement. We evaluated the capital and equity movements of both Al Noor, the legal acquirer, and Mediclinic, the accounting acquirer, for accuracy by comparison to the terms of the scheme of arrangement and whether the Group's disclosures in respect of the reverse acquisition were reasonable and reflected the transaction terms. Deploying our tax specialists, we evaluated the external tax opinions obtained by management and determined that the steps taken by the Group in effecting the transaction were consistent with the advice obtained and in compliance with relevant tax laws and regulations.

Area of focus	How our audit addressed the area of focus
• The Group changed its presentation currency from Rand (ZAR) to Pounds (GBP) following the transaction. Accounting standards require full retrospective application of this presentation resulting in the retrospective adjustment of all the comparatives in the financial statements	We instructed our component team in Dubai to perform specific procedures on the opening balance sheet of Al Noor prepared at 15 February 2016 directed at cut-off. We have specifically considered the recoverability of assets and the completeness of liabilities (including provisions for contractual commitments and for legal and other contingencies) to ensure that the opening balance sheet is appropriately stated at fair value. Recognising that the Group is in discussions with UAE medical insurance funders and other third parties about conforming Al Noor's commercial practices with the rest of the Group, we have specifically considered whether provisions for collection of accounts receivable and insurance rejections are sufficient and whether there is any need to record additional liabilities for contingencies that might arise. We have reviewed the assessment of the comparative accounting policies and practices of Mediclinic and Al Noor prepared by management and we have audited the adjustments made to conform accounting policies. Following the adoption of a new presentation currency, we obtained management's calculations for the revised presentation of the comparatives and evaluated the assumptions used by reference to the Group's stated accounting policies and the requirements of IAS 21. We also compared the financial information of each of the components underpinning the consolidation to previously audited financial information and checked the historical exchange rates used to external third party sources. We tested the restatement calculations to check mathematical accuracy. Based on the procedures performed, we did not identify any material adjustment required to the position reported by the Group. We were also satisfied with the adequacy of the disclosures in respect of the Al Noor acquisition and the related change in presentation currency.

Area of focus	How our audit addressed the area of focus
2. Accounting for the acquisition of a 29.9% associate interest in Spire	
During August 2015, Mediclinic acquired a 29.9% interest in Spire Healthcare Group plc ("Spire") for consideration of £437m, financed by way of a rights issue of Mediclinic shares. We focused on this transaction because of its size, directing our attention in particular at the following areas: • The transaction has been treated as an investment in an associate as a result of the Group's judgement that it is able to exert significant influence over the financial and operating policy decisions of Spire, meaning that it equity accounts for its 29.9% interest in Spire's results from August 2015; • The equity accounted earnings of Spire that are included in the income statement of the Group represent the four month period from the date of acquisition to 31 December 2015 consistent with Spire's financial year-end which is not co-terminous with Mediclinic's 31 March 2016 year-end. In other words, the equity accounting for Spire lags the Group's reporting period by three months as allowed by IAS 28. Application of this policy means that the Group needs to consider whether there were any significant developments at Spire between 1 January 2016 and 31 March 2016, the date to which the Group draws its consolidated financial statements, which are not otherwise included in the Group's Annual Report but which should be disclosed; and • At 31 March 2016, the carrying value of the investment in Spire exceeded the listed market value of the investment, which could indicate a possible impairment. We focused on this area because judgement is involved in the impairment assessment. The carrying value of the associate is contingent on future cash flows and there is a risk that the investment will be impaired if these cash flows do not meet expectations. In addition, significant transactions or events that occur between the associate's year-end and the Group's reporting date may have an impact on the carrying value of the associate.	We assessed management's classification of the investment as an associate with reference to the Group's percentage voting power in the investee and participation on Spire's board of directors, concluding that the Group does have significant influence over Spire and that equity accounting as an associate is therefore appropriate. We substantively tested the equity accounted results and reserve movements of Spire recorded by the Group with reference to the audited financial statements of Spire for the year ended 31 December 2015. We have reviewed the share performance of Spire over the period since acquisition with reference to its reported financial performance. We met with the Group's nominated director on the Spire board to understand whether any indicators of impairment exist based on the underlying performance of the business and we reviewed the latest available financial reports of Spire. We obtained analyst consensus forecasts of the Spire share price over the next twelve months to understand third party expectations of future performance. We reviewed the recent press reports of Spire and discussed with the Group's nominated director any significant or abnormal transactions that occurred in the period from 1 January 2016 to 31 March 2016, being the period not equity accounted by the Group, which could have had an effect on the results and carrying value of the associate at 31 March 2016. As a result of our work, we concluded that there is no evidence of a significant or prolonged decline in value that would require impairment of the Group's investment in Spire at 31 March 2016 and we have not identified any significant or abnormal transactions that affect the period from 1 January 2016 through 31 March 2016. We have found the judgements made by management to be materially reasonable on this basis.

Area of focus	How our audit addressed the area of focus
3. Measurement of revenue adjustments	
The Group's accounting policies in respect of revenue recognition are not considered to present a significant risk of misstatement due to the simple nature of the underlying transactions and related processes. However, different business models apply in each of the Group's businesses as a result of different regulatory environments as well as different relationship models between the hospitals and funders. We specifically focused on areas where management judgement is applied in the measurement of adjustments to reported revenue numbers, the most significant of which is the tariff risk provisions at the Group's Swiss hospitals amounting to £26m (2015: £31m). These provisions relate to tariff risk associated with billing in accordance with provisional base rates, where these rates have not yet been finally agreed and approved between providers and funders, and to historical tariff disputes at certain of the Group's Swiss hospitals. We focused on this area as the eventual outcome of the tariff negotiations is uncertain and the positions taken by management are based on judgement and estimates.	We discussed the status of significant known actual and potential tariff risk disputes as well as risks relating to the use of provisional base rates with management and with third party tariff specialists. We obtained evidence to support management's decision to provide and the rationale for the provisions, including reading correspondence regarding the disputes. We also considered external information sources to support the positions taken. We considered the range of possible outcomes and considered whether management's provisions sits at the appropriate point within this range. We evaluated the historical accuracy of tariff risk provisioning including any significant adjustments to prior year provisions recorded during the year. Based on the procedures performed, we did not identify any material differences from our testing to the provisions recorded by the Group.

Area of focus	How our audit addressed the area of focus
4. Impairment of intangible assets and goodwill	
The Group has £1 927m of intangible assets, including trade names of £309m and goodwill of £278m that relate to the acquisition of the Swiss operations in 2007. Of the remaining balance, £1 197m relates to goodwill on the Al Noor transaction. The Swiss trade names were classified as indefinite life intangible assets at the time of the acquisition and the Group carries out annual impairment tests based on value-in-use calculations. The Al Noor goodwill was also assessed based on updated cash flow forecasts taking into account latest projections and synergies from the acquisition. No impairments were recorded during the current or prior years in respect of these assets. However, the carrying values of goodwill and intangible assets are contingent on future cash flows and there is a risk if these cash flows do not meet the Group's expectations, or if significant judgements like the discount rates or growth rates change, that the assets will be impaired. We focused on the impairment of goodwill and indefinite life intangible assets as these have indefinite lives and the impairment reviews carried out by the Group contain a number of significant judgements and estimates including growth rates and discount rates. Changes in these assumptions might lead to a significant change in the carrying values of the related assets.	Deploying our valuation specialists, we obtained management's impairment calculations and tested the reasonableness of key assumptions, including profit forecasts and the selection of growth rates and discount rates. We challenged management to substantiate its assumptions, including comparing relevant assumptions to industry benchmarks and economic forecasts. We substantively tested the integrity of supporting calculations and corroborated certain information with third party sources. We agreed the underlying cash flows to approved budgets and assessed growth rates and discount rates by comparison to third party information, the Group's cost of capital and relevant risk factors. Future cash flow assumptions were also challenged through comparison to current trading performance against budget and forecasts, considering the historical accuracy of budgeting and forecasting and understanding of the reasons for the growth profiles used. We evaluated management's sensitivity analyses to ascertain the impact of reasonably possible changes to key assumptions on the available headroom, focusing in particular on the Swiss cash generating unit ("CGU") which is more sensitive to change. We considered the need for additional sensitivity disclosures for this CGU as required by IAS 36 and we agree with management's decision to provide these additional disclosures for the Swiss business in note 6 given that reasonably possible changes in the discount rate and growth rate would give rise to an impairment. We note that management has also provided this additional disclosure for the four Al Noor CGUs as there is limited headroom given that Al Noor has only recently been acquired. The purchase price allocation exercise for Al Noor remains provisional at 31 March 2016, including the allocation of goodwill to each of the Al Noor CGUs, and this allocation will be concluded by the Group within the 12 month hindsight period allowed by IFRS 3 to the extent that new information about conditions at the acquisition date become available. Based on our work performed, we concurred with management that no impairments were required for the Swiss goodwill and intangible assets and for the Al Noor goodwill at 31 March 2016. We found that the judgements were supported by reasonable assumptions and that the disclosures in respect of the impairment assessments are a fair reflection of the judgements made by the Group.

Area of focus	How our audit addressed the area of focus
5. Capital expenditure in respect of buildings	
The Group holds property, equipment and vehicles of £3 199m (2015: £2 985m) of which £2 771m (2015: £2 647m) relates to land and buildings. The Group owns most of the hospital properties from which it operates in Southern Africa and Switzerland and as a result incurs significant amounts of capital expenditure annually. The Group capitalises the cost of major refurbishment projects and depreciates these costs over a period of 10 to 20 years. Depreciation charges on the core elements of buildings are usually immaterial as a result of the Group's substantial maintenance programme, giving rise to relatively high residual values expected at the end of their useful lives, unless circumstances indicate that lower residual values or reduced useful economic lives are required. We focused on the capitalisation and depreciation policies of buildings due to the significant amount of capital expenditure incurred each year. In South Africa, the carrying value of buildings is relatively low compared to their market value as most of the assets were constructed a long time ago in a high inflationary environment. However, the buildings in Switzerland were revalued to their fair values at the time of the business combination in 2007 and as a result more closely reflect their current market value. Accordingly, the Group monitors these assets more carefully for potential impairment indicators. Hospitals in the Middle East are generally leased.	We obtained analyses of significant capital expenditure projects concluded or in progress during the year and tested significant additions to supporting documentation. Based on discussions with management, surveyors and project accountants, we assessed the assumptions used in the allocation of costs to different components of the buildings by reference to building plans, quantity surveyor reports and contractor invoices. We confirmed that the Group applied its capitalisation policies consistently to these new projects. We assessed the useful lives and residual values of components of buildings that depreciate over a shorter period of time with reference to the actual write-offs experienced by the Group and to the scheduled hospital upgrade programme followed by the Group. Based on our work performed, we did not identify any material variation from management's assessment. We read minutes and management reports and compared maintenance expenses in the income statement to the prior year and budgeted amounts as possible indicators of inconsistent application of the component approach to capitalisation of assets. We tested capital additions to ensure that maintenance expenditure had not been inappropriately capitalised. We obtained the Group's analyses for the impairment assessment of the Swiss properties. Deploying our own valuation specialists, we tested the reasonableness of key assumptions used by management's third party real estate experts who performed the property valuations for the Group. We challenged the assumptions, including the capitalisation rates and market rentals, by comparing relevant assumptions to industry norms. As a result of our work, we were satisfied with management's decision not to impair any of the Group's properties during the year ended 31 March 2016 and we have found the judgements to be supported by reasonable assumptions.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the geographical structure of the Group, the accounting processes and controls and the industry in which the Group operates.

The Group financial statements are a consolidation of 16 reporting units which comprise the parent company, the Group's holding company structure and sub-consolidations of the operations in each of the Group's key markets. The South Africa, Switzerland and Dubai reporting units required an audit of their complete financial information due to their size. The parent company is subject to a statutory audit in the UK. Specific audit procedures over significant balances and transactions were performed at two other reporting units (Abu Dhabi, being the legacy Al Noor business, and Spire) to give appropriate audit coverage and to focus on specific risks associated with the acquisition of both businesses during the financial period. None of the reporting units excluded from our Group audit scope individually contributed more than 2% to consolidated revenue or 3% to adjusted profit before tax.

In establishing the overall approach to the Group audit, we determined the type of work that needed to be performed at the reporting units by us, as the Group engagement team, or by component auditors from other PwC network firms operating under our instruction. Where the work was performed by component auditors, we determined the level of involvement we needed to have in the audit work at those reporting units to be able to conclude whether sufficient appropriate audit evidence had been obtained as a basis for our opinion on the financial statements as a whole.

Recognising that not every business in each of the 16 reporting units which comprise the Group's consolidated results and financial position is included in our Group audit scope, we considered as part of our Group audit oversight responsibility what audit coverage has been obtained in aggregate by our component teams by reference to business components at which audit work has been undertaken.

In light of this being a first year audit, we visited our component teams in South Africa, Switzerland and Dubai, which included file reviews, attendance at key audit meetings with local management and participation in audit clearance meetings at each reporting unit. This included review with the component team in Dubai of the audit evidence following completion of its specific audit procedures at Al Noor. We also had regular dialogue with our component audit teams at each key reporting unit.

Further specific audit procedures over the Group consolidation (and review procedures over the Annual Report disclosures) were directly led by the Group audit team.

Taken together, reporting units where we performed our audit work accounted for 90% of consolidated revenue, 99% of consolidated profit before tax and 90% of consolidated adjusted profit before tax.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Overall Group materiality	£13 million
How we determined it	Based on 5% of profit before tax after adjustment for one-off transaction costs incurred relating to the combination between Al Noor Hospitals Group plc and Mediclinic International Limited.
Rationale for benchmark applied	Management uses an adjusted measure of earnings in describing the Group's performance (defined as "underlying") as it believes that it reflects the underlying trading performance of the Group by eliminating the volatility inherent in one-off items. We took this measure into account in determining our materiality by removing the one-off impact of costs relating to the Al Noor transaction completed during the year as an adjustment to profit before tax used for our materiality benchmark.
Component materiality	For each component in our audit scope, we allocated a materiality that was less than overall Group audit materiality. The range of materiality allocated to each significant reporting unit was between £5.6 million and £6.6 million. The materiality used for the audit of the parent company was £10 million.

We agreed with the Audit and Risk Committee that we would report to them misstatements identified during our audit above £0.7 million as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Going concern

Under the Listing Rules, we are required to review the directors' statement, set out on page 123, in relation to going concern. We have nothing to report having performed our review.

Under ISAs (UK & Ireland), we are required to report to you if we have anything material to add or to draw attention to in relation to the directors' statement about whether they considered it appropriate to adopt the going concern basis in preparing the financial statements. We have nothing material to add or to draw attention to.

As noted in the directors' statement, the directors have concluded that it is appropriate to adopt the going concern basis in preparing the financial statements. The going concern basis presumes that the Group has adequate resources to remain in operation, and that the directors intend it to do so, for at least one year from the date the financial statements were signed. As part of our audit, we have concluded that the directors' use of the going concern basis is appropriate. However, because not all future events or conditions can be predicted, these statements are not a guarantee as to the Group's ability to continue as a going concern.

INDEPENDENT AUDITORS' REPORT (continued)

to the members of Mediclinic International plc (formerly Al Noor Hospitals Group plc)

OTHER REQUIRED REPORTING

Consistency of other information

Companies Act 2006 opinion

In our opinion, the information given in the Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

ISAs (UK & Ireland) reporting

Under ISAs (UK & Ireland), we are required to report to you if, in our opinion:

• information in the Annual Report is: – materially inconsistent with the information in the audited financial statements; or – apparently materially incorrect based on, or materially inconsistent with, our knowledge of the Group acquired in the course of performing our audit; or – otherwise misleading.	We have no exceptions to report.
• the statement given by the directors on page 123, in accordance with provision C.1.1 of the UK Corporate Governance Code (the "Code"), that they consider the Annual Report taken as a whole to be fair, balanced and understandable and provides the information necessary for members to assess the Group's position and performance, business model and strategy is materially inconsistent with our knowledge of the Group acquired in the course of performing our audit.	We have no exceptions to report.
• the section of the Annual Report on pages 107 to 115, as required by provision C.3.8 of the Code, describing the work of the Audit and Risk Committee does not appropriately address matters communicated by us to the Audit and Risk Committee.	We have no exceptions to report.

The directors' assessment of the prospects of the Group and of the principal risks that would threaten the solvency or liquidity of the Group

Under ISAs (UK & Ireland), we are required to report to you if we have anything material to add or to draw attention to in relation to:

• the directors' confirmation on pages 24 to 29 of the Annual Report, in accordance with provision C.2.1 of the Code, that they have carried out a robust assessment of the principal risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity.	We have nothing material to add or to draw attention to.
• the disclosures in the Annual Report that describe those risks and explain how they are being managed or mitigated.	We have nothing material to add or to draw attention to.
• the directors' explanation on page 29 of the Annual Report, in accordance with provision C.2.2 of the Code, as to how they have assessed the prospects of the Group, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.	We have nothing material to add or to draw attention to.

Under the Listing Rules, we are required to review the directors' statement that they have carried out a robust assessment of the principal risks facing the Group and the directors' statement in relation to the longer-term viability of the Group. Our review was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statements; checking that the statements are in alignment with the relevant provisions of the Code; and considering whether the statements are consistent with the knowledge acquired by us in the course of performing our audit. We have nothing to report having performed our review.

Adequacy of information and explanations received

Under the Companies Act 2006, we are required to report to you if, in our opinion, we have not received all the information and explanations we require for our audit. We have no exceptions to report arising from this responsibility.

Directors' remuneration
Under the Companies Act 2006, we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Corporate governance statement
Under the Listing Rules, we are required to review the part of the Corporate Governance Statement relating to ten further provisions of the Code. We have nothing to report having performed our review.

RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS AND THE AUDIT

Our responsibilities and those of the directors
As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the parent company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves
An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the Group's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

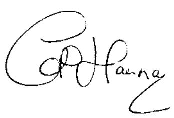
We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies, we consider the implications for our report.

OTHER MATTER

We have reported separately on the parent company financial statements of Mediclinic International plc for the 15 month period ended 31 March 2016 and on the information in the Directors' Remuneration Report that is described as having been audited.



Giles Hannam (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors

London
25 May 2016