

MEDICLINIC INTERNATIONAL PLC

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

NOTICE OF ANNUAL GENERAL MEETING 2016

Rosewood London Hotel, 252 High Holborn, London, WC1V 7EN, United Kingdom

Wednesday, 20 July 2016 at 15:00 (UK time)

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 your own advice from a 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 accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 2 to 3 of this document and which recommends you to vote in favour of the resolutions to be proposed at the annual general meeting.

The notice of an annual general meeting of the Company to be held at 15:00 (UK time) at the Rosewood London Hotel, 252 High Holborn, London, WC1V 7EN, United Kingdom on Wednesday, 20 July 2016 is set out at the end of this document. Shareholders will also find enclosed with this document a form of proxy for use in connection with the annual general meeting. To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, by no later than 15:00 (UK time) on Monday, 18 July 2016. Completion and return of a form of proxy will not preclude shareholders from attending and voting at the annual general meeting should they choose to do so. Further instructions relating to the form of proxy are set out in the notice of the annual general meeting.

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CHAIRMAN'S LETTER



Dear Shareholder

ANNUAL GENERAL MEETING: 20 JULY 2016

I am pleased to invite you to the first annual general meeting ("**the Meeting**") of Mediclinic International plc ("**the Company**") following the successful combination of Mediclinic International Limited and Al Noor Hospitals Group plc (subsequently renamed to Mediclinic International plc) in February 2016 (the "**Combination**"). The Meeting will be held at the Rosewood London Hotel, 252 High Holborn, London, WC1V 7EN, United Kingdom on Wednesday, 20 July 2016 at 15:00 (UK time).

RESOLUTIONS AND EXPLANATORY NOTES

The formal notice convening the Meeting ("**the Notice**") is set out on pages 4 to 12 of this document and includes explanatory notes to each of the resolutions to be proposed at the Meeting. There will be an opportunity for you to raise questions at the Meeting about the resolutions set out in the Notice and about the business of the Company.

In particular, I wish to draw your attention to Resolutions 20 and 21.

Resolution Number 20 asks shareholders to approve the purchase of 10 subscriber shares, issued at the time of the Company's initial public offering in 2013. These subscriber shares carry no rights to receive any of the profits of the Company and will be cancelled following their purchase.

Resolution Number 21 asks for shareholder approval to alter the Company's Articles of Association to implement arrangements under which shareholders registered on the Company's South Africa share register may be paid dividends via a Dividend Access Trust. Amongst other things, this mechanism will allow the Company to pay any distributions that are funded from a South African source and that become due to South African resident shareholders to be paid locally in South Africa in accordance with the approval granted by the South African Reserve Bank for the Combination. If approved, the intention is that part of the final dividend to be approved under Resolution Number 2 would be paid through this mechanism.

ATTENDANCE AND VOTING IN PERSON OR BY PROXY

All resolutions for consideration at the Meeting will be voted on by way of a poll, rather than a show of hands. This means that shareholders will have one vote for each ordinary share held. The Company believes this will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the Meeting but who have appointed a proxy for the Meeting.

If you are entitled to, but unable to attend and vote at the Meeting, you may appoint a proxy to vote on your behalf. Please take careful note of the provisions included in the Shareholder Notes set out on pages 18 to 20 regarding the actions required by shareholders. If you are in any doubt as to the action you should take, please consult your stockbroker, solicitor/attorney, accountant, CSDP, banker or other independent professional advisor immediately.

ELECTRONIC PARTICIPATION

Shareholders are also able to attend and participate, but not vote, at the Meeting by way of a live audio webcast. Should you wish to make use of this facility, please contact Ms Victoria Dalby by e-mail at victoria.dalby@capita.co.uk or telephone on +44 20 7954 9528. For the benefit of our shareholders on the South African securities register, the webcast will commence at 15:00 (UK time) / 15:00 (Namibian time) / 16:00 (SA time).

CHAIRMAN'S LETTER (continued)

FURTHER INFORMATION

Further information relating to the Company and its financial information can be found in the Company's Annual Report and Financial Statements for the year ended 31 March 2016, which was circulated at the same time as this Notice and is also available on our Company website at www.mediclinic.com. The Company's website contains a variety of other information including, *inter alia*, previous annual reports, investor presentations, share price data, information on the recently completed Combination, as well as the Group's corporate governance practices.

RECOMMENDATION

The board of directors ("**the Board**" or "**the Directors**") believes that Resolutions Number 1 to 22 contained in the Notice of the Meeting 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 in respect of their own beneficial shareholdings.

Yours faithfully



Edwin Hertzog
Non-executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2016 annual general meeting (“**the Meeting**”) of Mediclinic International plc (“**the Company**”) will be held at the Rosewood London Hotel, 252 High Holborn, London, WC1V 7EN, United Kingdom on Wednesday, 20 July 2016, at 15:00 (UK time).

You will be asked to consider, and, if thought fit, to pass the resolutions below. Resolutions Number 1 to 17 will be proposed as ordinary resolutions and Resolutions Number 18 to 22 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

Resolution Number 1: Annual Financial Statements and Directors’ Report

1. To receive the Company’s annual financial statements for the financial year ended 31 March 2016 together with the Directors’ reports and the auditor’s report on those financial statements.

Explanatory note:

Under the Companies Act 2006, the Directors are required to present the annual financial statements, Directors’ report and auditors’ report to the Meeting. These are contained in the Company’s 2016 Annual Report and Financial Statements for the year ended 31 March 2016, available on the Company’s website at www.mediclinic.com.

Resolution Number 2: Directors’ Remuneration Report

2. To approve the Directors’ Remuneration Report set out on pages 74 to 99 of the Company’s 2016 Annual Report and Financial Statements for the year ended 31 March 2016 (excluding the Directors’ Remuneration Policy set out on pages 75 to 81 of the report).

Explanatory note:

This resolution deals with the remuneration paid to the Directors during the year under review. Shareholders are invited to vote on the Directors’ Remuneration Report, which appears on pages 74 to 99 in the 2016 Annual Report and Financial Statements (excluding the Directors’ Remuneration Policy). In accordance with the Companies Act 2006, Resolution Number 2 is an advisory vote only and the Directors’ entitlement to receive remuneration is not conditional on it. The resolution and vote are a means of providing shareholder feedback to the Board.

Resolution Number 3: Final Dividend

3. To declare a final cash dividend recommended by the Board for the year ended 31 March 2016 of 5.24 pence per ordinary share payable on Monday, 25 July 2016 to the Company’s shareholders who are registered as such on the record date of Friday, 17 June 2016.

Explanatory note:

The Board proposes a final cash dividend of 5.24 pence per share for the year ended 31 March 2016. If approved, the recommended final dividend will be paid on Monday, 25 July 2016 to all ordinary shareholders who are registered as such on the record date of Friday, 17 June 2016. Shareholders on the South African register will be paid the ZAR cash equivalent of 119.5244 (101.59574 net of dividend withholding tax) cents per share. South African resident shareholders may be paid all or part of the dividend under the Dividend Access Trust as proposed in Resolution Number 21. Further information about the timetable for the final dividend is available on the Company’s website.

Resolutions Number 4 to 13: Re-election and Election of Directors

4. To re-elect Seamus Keating, serving as an independent non-executive director of the Company, as a director of the Company.
5. To re-elect Ian Tyler, serving as the Senior Independent Director of the Company, as a director of the Company.
6. To elect Danie Meintjes, serving as the Chief Executive Officer of the Company, as a director of the Company.
7. To elect Dr Edwin Hertzog, serving as the non-executive Chairman of the Company, as a director of the Company.
8. To elect Jannie Durand, serving as a non-executive director of the Company, as a director of the Company.
9. To elect Alan Grieve, serving as an independent non-executive director of the Company, as a director of the Company.

NOTICE OF ANNUAL GENERAL MEETING (continued)

10. To elect Prof Dr Robert Leu, serving as an independent non-executive director of the Company, as a director of the Company.
11. To elect Nandi Mandela, serving as an independent non-executive director of the Company, as a director of the Company.
12. To elect Trevor Petersen, serving as an independent non-executive director of the Company, as a director of the Company.
13. To elect Desmond Smith, serving as an independent non-executive director of the Company, as a director of the Company.

Explanatory note:

In accordance with the provisions of the UK Corporate Governance Code, all members of the Board wishing to continue their appointments seek re-election by the shareholders. The Directors retiring and seeking re-election at the Meeting are Ian Tyler and Seamus Keating.

In terms of the Company's Articles of Association, any director appointed as such by the Board of Directors shall retire at the following annual general meeting and shall be eligible for election. Jannie Durand, Alan Grieve, Dr Edwin Hertzog, Prof Dr Robert Leu, Nandi Mandela, Danie Meintjes, Trevor Petersen and Desmond Smith were appointed by the Board following completion of the combination of the Company (then named Al Noor Hospitals Group plc) and Mediclinic International Limited with effect from 15 February 2016. These Directors will retire and seek election by the shareholders at the Meeting.

The biographical details of all the Directors seeking re-election or election at the Meeting are set out on pages 13 to 17 of this Notice.

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

Following recommendation from the Nomination Committee, the Board is satisfied that each of the Directors continues to be effective and demonstrates a commitment to the role and that each of the Directors continues to be able to dedicate sufficient time to their duties. The Directors believe that the Board continues to include an appropriate balance of skills and provides effective leadership for the Company. The Board has a variety of skills which include significant financial experience, extensive knowledge of the healthcare industry internationally and experience of public companies listed on the London Stock Exchange. The Board of Directors therefore recommends the re-election of Seamus Keating and Ian Tyler who are seeking re-election, as well as the election of all Directors who were appointed during the year and are seeking election.

The Board considers Seamus Keating, Ian Tyler, Alan Grieve, Prof Dr Robert Leu, Nandi Mandela, Trevor Petersen and Desmond Smith to be independent non-executive directors in accordance with provision B.11 of the UK Corporate Governance Code. None of the independent non-executive directors seeking election or re-election at the Meeting has any existing or previous relationship, transaction or arrangement with the Company, nor with any controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of Listing Rule 13.8.17R(1). In considering the independence of the non-executive directors, the Board has taken into account guidance from the UK Corporate Governance Code.

*Remgro Limited, through wholly-owned subsidiaries, ("**Remgro**") holds 44.56% of the issued ordinary shares of the Company and is therefore regarded as a controlling shareholder of the Company, for the purposes of the Listing Rules. The Listing Rules require that independent non-executive directors of a company with a controlling shareholder must be elected by a majority of votes cast by independent shareholders in addition to a majority of votes cast by all shareholders in the company. The resolutions for the election of the independent non-executive directors (resolutions 4, 5, 9 to 13) of the Company will therefore be taken on a poll and the votes cast by (i) independent shareholders and (ii) all shareholders will be calculated separately. Such resolutions will be passed only if a majority of votes cast by independent shareholders are in favour, in addition to a majority of votes cast by all shareholders being in favour.*

NOTICE OF ANNUAL GENERAL MEETING (continued)

Jannie Durand is a representative of the Company's controlling shareholder, Remgro, and is therefore not considered to be independent as contemplated by provision B.1.1 of the UK Corporate Governance Code.

Dr Edwin Hertzog is not considered to be an independent director in accordance with provision A.3.1 of the Code given his involvement as Chief Executive of Mediclinic International Limited until his appointment as Chairman in 1992. Nonetheless, given his in-depth industry knowledge and experience, the Board consider it is in the best interests of the Company that he serve as Chairman.

Resolution Number 14: Re-appointment of Auditor

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

Explanatory note:

At each general meeting at which the Company's annual financial statements are presented to its members, the Company is required to appoint an auditor to serve until the next such meeting. The Board, on the recommendation of the Audit and Risk Committee, recommends the re-appointment of PricewaterhouseCoopers LLP as auditors of the Company.

Resolution Number 15: Remuneration of Auditor

15. To authorise the Audit and Risk Committee to determine the remuneration of the auditor.

Explanatory note:

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

Resolution Number 16: Authority to Make Political Donations

16. To authorise, in accordance with Part 14 of the Companies Act 2006 (the "Act"), the Company and all companies that are subsidiaries of the Company at the date on which this resolution is passed or at any time when this resolution has effect to:

- a) make political donations to political parties and/or independent election candidates;
- b) make political donations to political organisations other than political parties; and
- c) incur political expenditure,

(as such terms are defined in the Act), up to an aggregate amount of £100 000, and the amount authorised under each of paragraphs (a) to (c) above shall also be limited to such amount, during the period beginning on the date of the passing of this resolution and ending at the conclusion of the next annual general meeting of the Company to be held in 2017, provided that the authorised sums referred to above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company or its subsidiary (as appropriate) enters into any contract or undertaking in relation to the same or at such other rate as the Directors of the Company may in their absolute discretion determine to be appropriate. Upon the passing of this resolution, all existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act shall be revoked without prejudice to any donation made or expenditure incurred prior to the passing of this resolution pursuant to such authorisation or approval. For the purpose of this resolution the terms "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" shall have the meanings given by sections 363 to 365 of the Act.

Explanatory note:

This resolution seeks to authorise the Company and its subsidiaries to make political donations and incur political expenditure. Under the Act, political donations to any political parties, independent election candidates or political organisations other than political parties, or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. Notwithstanding the

NOTICE OF ANNUAL GENERAL MEETING (continued)

annual political donations made by the Company's Swiss operating platform, Hirslanden, which, as described in the Annual Report and Financial Statements for the year ended 31 March 2016, amounted to CHF36 000 during the 2015/16 financial year relating to the financing of political campaigns through third-party contributions which is a standard practice in Switzerland (for which approval is not specifically required under the Act), it is not the policy of the Company to make donations to EU or any other political organisations or to incur other political expenditure and the Directors have no intention of changing that policy. 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 normal sense, may be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the Act. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or reform, may fall within the scope of these matters. The Board has therefore decided to propose this Resolution Number 16.

As permitted under the Act, this resolution also covers any political donations made or political expenditure incurred, by any subsidiaries of the Company. Resolution Number 16 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.

Resolution Number 17: Authority to Allot Ordinary Shares

17. 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 Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:
- a) up to an aggregate nominal amount of £24 329 045.70 (representing 243 290 457 ordinary shares) (such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such sum); and
 - b) comprising equity securities (as defined in the Act) up to a nominal amount of £48 658 091.40 (representing 486 580 914 ordinary shares) (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that 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 annual general meeting of the Company to be held in 2017 or 31 August 2017, 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 Number 17 is to give the Directors authority to allot shares in place of the existing authority approved at the general meeting of the Company held on 15 December 2015, which expires at the end of the 2016 annual general meeting.

The authority in paragraph (a) of the resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £24 329 045.70 (representing 243 290 457 ordinary shares), which is equivalent to approximately 33% of the total issued ordinary share capital of the Company as at 20 June 2016, the latest practicable date prior to publication of this Notice.

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The authority in paragraph (b) of the resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a nominal value of £48 658 091.40 (representing 486 580 914 ordinary shares), which is equivalent to approximately 66% of the total issued ordinary share capital of the Company excluding treasury shares as at 20 June 2016, the latest practicable date prior to publication of this Notice (such amount to be reduced by the amount of any relevant securities issued under the authority conferred by paragraph (a) of Resolution Number 17).

The Company does not currently hold any shares in treasury.

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

The authorities sought in paragraphs (a) and (b) of Resolution Number 17 are without prejudice to previous allotments made under such existing authorities.

The authorities will only be valid until the conclusion of the next annual general meeting in 2017 or 31 August 2017, whichever is earlier.

SPECIAL RESOLUTIONS

Resolution Number 18: Authority to Disapply Pre-emption Rights

18. That, subject to the passing of Resolution Number 17 above, but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Directors be generally empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the "**Act**") to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of 10 pence each in the capital of the Company ("**ordinary shares**")) for cash either pursuant to the authority conferred on it by such Resolution Number 17 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act) as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- 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 Number 17, 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 Number 17 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,

and provided that this power shall expire at the conclusion of the annual general meeting of the Company to be held in 2017 or on 31 August 2017, whichever is the earlier, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

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Resolution Number 19: Additional Authority to Disapply Pre-emption Rights for Purposes of Acquisitions or Capital Investments

19. That, subject to the passing of Resolution Number 18 above and in addition to any authority granted under Resolution Number 19 to allot equity securities (within the meaning of section 560 of the Companies Act 2006 (the "Act")), the Directors be generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of 10 pence each in the capital of the Company ("ordinary shares")) for cash either pursuant to the authority conferred on it by such Resolution Number 17 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act) as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be:

- a) limited, in the case of the authority granted under paragraph a) of Resolution Number 17 and/or in the case of any sale of treasury shares, 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 (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine 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,

and provided that this power shall expire at the conclusion of the annual general meeting of the Company to be held in 2017 or on 31 August 2017, whichever is the earlier, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Explanatory note for Resolution Number 18 and Resolution Number 19:

At the general meeting held on 15 December 2015, the Directors were given the authority to issue equity securities of the Company and sell treasury shares in exchange for cash until the 2016 annual general meeting.

Resolution Number 19 renews the Directors' power to allot equity securities and sell treasury shares in exchange for cash without first offering them to existing shareholders in proportion to their existing shareholdings. Equity securities include ordinary shares in the Company. Resolution Number 19 allows the Directors to issue equity securities and to sell treasury shares for cash on a non-pre-emptive basis: (i) to ordinary shareholders in proportion to their existing shareholdings and to holders of other equity securities as required by the rights of those securities or as the Directors consider necessary and to deal with, amongst 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 represented approximately 5% of the issued share capital as at 20 June 2016, 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 Number 19 seeks this separate authority. Where the authority granted under Resolution Number 19 is used, the circumstances that have led to its use and the consultation process undertaken will be disclosed by the Company in its next annual report.

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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 Number 19 in respect of the additional 5% referred to above) no more than 7.5% of the issued ordinary share capital will be issued for cash on a non-pre-emptive basis during any rolling three-year period, without prior consultation with shareholders.

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

These authorities are without prejudice to allotments made under previous authorities, and will only be valid until the conclusion of the next annual general meeting in 2017 or 31 August 2017, whichever is earlier.

Resolution Number 20: Purchase of Subscriber Shares

20. That, the Company be generally and unconditionally authorised for the purpose of section 694 of the Companies Act 2006 (the “**Act**”) to purchase the ten subscriber shares of 10 pence each in the capital of the Company from ASTRO II SPV at a price of 10 pence per subscriber share on the terms of the stock transfer form (the “**Contract**”) produced to the Meeting and initialised by the Chairman thereof for the purpose of identification (and having been on display at the registered office of the Company and at the Meeting in accordance with the provisions of the Act) and that such Contract be approved and (if required) the Company be authorised to enter into such Contract, provided that the authority hereby conferred shall expire on the earlier of the conclusion of the Company’s next annual general meeting in 2017 and 31 August 2017, save that the Company may, before such expiry, enter into the Contract to purchase the subscriber shares which will or may be executed wholly or partly after the expiry of such authority and the Company may make a purchase of shares under such contract or contracts as if the authority had not expired.

Explanatory note:

This resolution would, if passed, authorise the Company to purchase 10 of its own subscriber shares from ASTRO II SPV at their nominal value of 10 pence each. The subscriber shares carry no rights to receive any of the profits of the Company available for distribution by way of dividend or otherwise and were issued at the time of the Company’s initial public offering in 2013. Any shares purchased will be cancelled. This authority will expire at the later of the conclusion of the Company’s next annual general meeting to be held in 2017 or 31 August 2017. Under the authority sought by this resolution, the Company may purchase its subscriber shares following the date on which the authority expires if such purchases are made pursuant to contracts entered into by the Company on or prior to the date on which the authority expires.

Copies of the Contract referred to in Resolution Number 20 are available for inspection at the Company’s registered office during normal business hours and will be available at the place of the Meeting from at least 15 minutes prior to the Meeting until the end of the Meeting.

Resolution Number 21: Amendment of the Company’s Articles of Association

21. That the Company’s Articles of Association be amended by the adoption and inclusion of the following new Article 103A:

“103A Dividend Access Trusts”

103A.1 For the purposes of this Article:

- 103A.1.1 “**Dividend Access Trust**” means any of the trusts established for the receipt, on behalf of certain shareholders of the Company, of amounts paid by way of dividend to such trust by one or more subsidiaries of the Company; and
- 103A.1.2 “**shareholder**” means a holder of a share or shares in the Company.

103A.2 Where any amount paid by way of dividend by one or more subsidiaries of the Company is received by any Dividend Access Trust (which expression shall be taken, for the purposes of this Article 103A, to include any company associated with that Dividend Access Trust to which payments are made for the purposes of funding the dividend payments payable to all or certain shareholders in the Company who are registered on, or who hold their interest in shares through, the Company’s South African branch register) on behalf of any shareholder of the Company, the entitlement of any such shareholder to be paid any dividend pursuant to these Articles shall be reduced by the corresponding amount which that shareholder is entitled to receive from the Dividend Access Trust or such associated company in respect of the relevant dividend paid by a subsidiary of the Company.

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- 103A.3 Where amounts are received by a Dividend Access Trust in one currency and a dividend is declared by the Company in another currency, the amounts so received by the Dividend Access Trust shall, for the purposes of the comparison required by paragraph 103A.2 above, be converted into the currency in which the Company has declared the dividend at such rate as the Directors shall consider appropriate.
- 103A.4 For the purpose of paragraph 103A.2, the amount which any shareholder is entitled to receive from the Dividend Access Trust shall, irrespective of the fact that such amounts are not actually received by the shareholder, be deemed to include:
- 103A.4.1 any amount which the Dividend Access Trust may be compelled by law to withhold from that shareholder in respect of any matter,
 - 103A.4.2 a pro rata share of any taxation which the company declaring and paying the same is obliged to withhold or to deduct from the amount of any dividends paid by it to the Dividend Access Trust,
 - 103A.4.3 any taxation which the Dividend Access Trust is obliged to withhold or deduct from any amount paid to the shareholder in question or which is payable by the Dividend Access Trust in respect of any dividend it receives, and
 - 103A.4.4 any taxation which the company paying any dividend is obliged to pay in respect of that dividend (being an amount paid in addition to the dividend) provided in this case that the shareholder concerned is able to obtain a credit for such taxation in calculating his tax liability in respect of the dividend in the jurisdiction in which the Dividend Access Trust is established."

Explanatory note:

This resolution, if passed, would allow the Company to implement arrangements under which shareholders of the Company who are registered on, or hold their interest in shares through, the Company's South African branch share register, may be paid dividends via a Dividend Access Trust. It is currently envisaged that only South African resident shareholders of the Company would receive their dividends via the Dividend Access Trust. Other shareholders of the Company will be paid dividends by the Company in the usual way and not through the Dividend Access Trust arrangements.

The Dividend Access Trust arrangements involve a trust established in South Africa for the benefit of South African resident shareholders of the Company who are registered on, or hold their interest in shares through, its South Africa share register. The trust will hold one dividend access share in each of one or more of the Company's subsidiaries registered in South Africa and may receive dividends on its respective dividend access share(s). It is expected that a dividend will only be paid on the dividend access share(s) following the announcement of a dividend by the Company. Under the terms of the Dividend Access Trust arrangements, the trust is required to distribute the amount of any such dividend received by it to the relevant shareholders and, to the extent to which shareholders become entitled to dividends in respect of their shareholdings through the Dividend Access Trust arrangements, their entitlement to receive dividends from the Company will be reduced by the same amount. To the extent that the dividend received by the trust is insufficient to fund an amount equal to the declared dividend on the relevant Company shares, the Company will pay the balance.

Amongst other things, this mechanism would allow the Company to pay any distributions that are funded from a South African source and that become due to South African resident shareholders to be paid locally in South Africa in accordance with the approval granted by the South African Reserve Bank for the combination of Mediclinic International Limited and Al Noor Hospitals Group plc (subsequently renamed to Mediclinic International plc) in February 2016.

Dividends received through the dividend access arrangements by South African tax residents holding their shares on or through the South Africa share register are expected, based on the legislation in force as at the date of the annual general meeting notice, to be tax neutral compared to the receipt of dividends directly from the Company. If this tax treatment changes in the future, the Company may consider alternative arrangements.

A copy of the Company's Articles of Association showing the amendments proposed by Resolution Number 21 will be available for inspection at the Company's registered office during normal business hours from the date of posting of this notice until the close of the Meeting and will also be available for inspection at the Meeting from at least 15 minutes prior to the start of the Meeting until the close of the Meeting.

NOTICE OF ANNUAL GENERAL MEETING (continued)

Resolution Number 22: Notice of General Meetings, other than Annual General Meetings

22. 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 Companies Act 2006, 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 by Clinical Performance and Sustainability Committee

The report by the Clinical Performance and Sustainability Committee (the "**Committee**") included in the 2016 Annual Report and Financial Statements, read with the 2016 Clinical Services Report and the 2016 Sustainable Development Report published on the Company's website at www.mediclinic.com, will serve as the Committee's feedback to the Company's shareholders on the matters within its mandate at the Meeting. Any specific questions to the Committee may be sent to the Company Secretary prior to the Meeting. Certain South African subsidiaries of the Company are required to appoint a social and ethics committee in terms of the South African Companies Act, unless such companies are subsidiaries of another company that has a social and ethics committee, and the social and ethics committee of that company will perform the functions required by this regulation on behalf of that subsidiary company. The Committee, in fulfilling its role to (a) promote a culture of excellence in patient safety, quality of care and patient experience, by *inter alia*, monitoring the clinical performance of the Group; and (b) ensure that the Group is and remains a good and responsible corporate citizen by monitoring the sustainable development performance of the Group, also performs the statutory functions required of a social and ethics committee in terms of the South African Companies Act.

By order of the Board.

Capita Company Secretarial Services Limited
Company Secretary

Mediclinic International plc
1st Floor, 40 Dukes Place, London, EC3A 7NH
21 June 2016

BIOGRAPHIES OF DIRECTORS



Resolution 4 - Seamus Keating

Role: Independent Non-Executive Director
Appointment to the Board: 5 June 2013
Committee membership: Audit and Risk Committee, Investment Committee

Seamus Keating has over 20 years' experience in the global technology sector in both finance and operational roles and was a main board director of Logica plc from 2002 until April 2012 having joined Logica as Group Finance Director in 1999.

He was Logica plc Chief Financial Officer from 2002 until 2010 when he became Chief Operating Officer and head of its Benelux operations. Prior to his role at Logica plc, he worked for the Olivetti Group from 1989 until 1999 in senior finance roles in the UK and Italy. Mr Keating was non-executive director and chairman of the audit committee of Mouchel plc from November 2010 to September 2012. He is currently Chairman of First Derivatives plc and a non-executive director of BGL Group. He has been Chairman of Mi-pay Group plc since April 2014. He continues to serve as an independent non-executive director of the Company subsequent to the reverse takeover by the Company of Mediclinic International Limited. He is a fellow of the Chartered Institute of Management Accountants.



Resolution 5 - Ian Tyler

Role: Senior Independent Director
Appointment to the Board: 5 June 2013
Committee membership: Audit and Risk Committee, Remuneration Committee, Nomination Committee (Chair), Clinical Performance and Sustainability Committee, Disclosure Committee (Chair)

Ian Tyler undertakes the role of Senior Independent Director for the Company. He served as Chief Executive Officer of Balfour Beatty Plc from January 2005 to March 2013, having been the Chief Operating Officer since August 2002 and prior to that, Finance Director. He is currently the Chairman of Bovis Homes Group plc and Cairn Energy plc and is a non-executive director of BAE Systems Plc. Until 14 February 2016 he was Chairman of Al Noor Hospitals Group plc and he continues to serve as an independent non-executive director of the Company subsequent to the reverse takeover by the Company of Mediclinic International Limited. He is also Chairman of AWE Management Limited, a joint venture between Lockheed Martin, Jacobs and Serco. Mr Tyler is qualified as a Chartered Accountant.

BIOGRAPHIES OF DIRECTORS (continued)



Resolution 6 – Danie Meintjes

| | |
|----------------------------------|--|
| <i>Role:</i> | <i>Chief Executive Officer</i> |
| <i>Appointment to the Board:</i> | <i>15 February 2016</i> |
| <i>Committee membership:</i> | <i>Clinical Performance and Sustainability Committee, Investment Committee, Disclosure Committee</i> |

Danie Meintjes has been the Chief Executive Officer of Mediclinic International Limited since May 2010 and continues as the Chief Executive Officer of the Company subsequent to the reverse takeover by the Company of Mediclinic International Limited. He served in various management positions in the Remgro group, before joining the Mediclinic Group in 1985 as the Hospital Manager of Mediclinic Sandton. Mr Meintjes was appointed as a member of Mediclinic’s Executive Committee in 1995 and as a director in 1996. He holds an Honours degree in Industrial Psychology from the University of the Free State and completed the Advanced Management Program at Harvard Business School.



Resolution 7 – Dr Edwin Hertzog

| | |
|----------------------------------|--|
| <i>Role:</i> | <i>Non-Executive Director and Chairman of the Board</i> |
| <i>Appointment to the Board:</i> | <i>15 February 2016</i> |
| <i>Committee membership:</i> | <i>Nomination Committee, Clinical Performance and Sustainability Committee (Chair), Investment Committee (Chair)</i> |

As a specialist anaesthetist, Dr Edwin Hertzog was invited to join the then Rembrandt Group (now Remgro) in 1983 and became the first Managing Director of Mediclinic International Limited at its establishment during that year.

In 1992 he became executive Chairman of the Company until August 2012 when he retired from his executive role, but remained on the Board as non-executive Chairman. He continues as the Chairman of the Company subsequent to the reverse takeover by the Company of Mediclinic International Limited. He continues to serve as non-executive Deputy Chairman of Remgro and is a past non-executive director of the Distell, Total (SA) and Transhex groups. He is also a past Chairman of the Hospital Association of South Africa as well as the Council of Stellenbosch University and holds the following qualifications: M.B. Ch.B., M.Med., F.F.A. (SA) and Ph.D. (honoris causa).

BIOGRAPHIES OF DIRECTORS (continued)



Resolution 8 - Jannie Durand

Role: Non-Executive Director
Appointment to the Board: 15 February 2016
Committee membership: Nomination Committee, Investment Committee

Jannie Durand joined the Rembrandt Group on 1 April 1996. He was appointed as the Chief Executive Officer of Remgro Limited on 7 May 2012. In his current role with more than 19 years' experience in the investment industry, he acts as non-executive director of various companies, including, Distell Group Limited, FirstRand Limited, Grindrod Limited, RCL Foods Limited and RMI Holdings Limited. Mr Durand was appointed as a non-executive director of Mediclinic International Limited in June 2012 and continues as a non-executive director of the Company subsequent to the reverse takeover by the Company of Mediclinic International Limited.

He holds an Honours Degree in Accountancy from the University of Stellenbosch and a Masters of Philosophy in Management Studies from Oxford University. He is also a qualified Chartered Accountant with the South African Institute of Chartered Accountants.



Resolution 9 - Alan Grieve

Role: Independent Non-Executive Director
Appointment to the Board: 15 February 2016
Committee membership: Audit and Risk Committee, Investment Committee

Alan Grieve worked with Price Waterhouse & Co (now PricewaterhouseCoopers) and Arthur Young (now Ernst & Young) prior to joining Compagnie Financière Richemont S.A.'s predecessor companies in 1986. He is a former Director of Corporate Affairs of Compagnie Financière Richemont SA, as well as non-executive director of Reinet Investments Manager SA. Mr Grieve holds a degree in business administration from Heriot-Watt University and is a member of the Institute of Chartered Accountants. Mr Grieve was appointed as an independent non-executive director of Mediclinic International Limited in September 2012 and continues as an independent non-executive director of the Company subsequent to the reverse takeover by the Company of Mediclinic International Limited.

BIOGRAPHIES OF DIRECTORS (continued)



Resolution 10 – Prof Dr Robert Leu

Role: Independent Non-Executive Director
Appointment to the Board: 15 February 2016
Committee membership: Remuneration Committee, Nomination Committee

Robert Leu is professor emeritus of the University of Bern in Switzerland. Complementary to his academic career as full professor in economics at the Universities of St. Gallen and Bern, Prof Leu has acted as economic adviser to executive and legislative bodies on all policy levels in Switzerland and to international institutions, in particular to the WHO, the OECD and the World Bank. Since 1993 he has served on the Board of Directors of various companies, in particular Hirslanden, Arcovita (President) and Visana (Vice President since 2014). He is also President of the Alliance for a Free Health Care System in Switzerland since 2013. Prof Leu was appointed as an independent non-executive director of Mediclinic International Limited in 2010 and continues as an independent non-executive director of the Company subsequent to the reverse takeover by the Company of Mediclinic International Limited. He obtained both his master's degree and his doctorate in economics from the University of Basel.



Resolution 11 – Nandi Mandela

Role: Independent Non-Executive Director
Appointment to the Board: 15 February 2016
Committee membership: Clinical Performance and Sustainability Committee

Nandi Mandela has been a director of Linda Masinga & Associates, a town planning and consultancy firm, since 2003. Prior to that she was employed by the Tongaat-Hulett Group from 1992 to 1997, before joining BP where she worked in various sales and public affairs positions from 1997 to 2003. Ms Mandela was appointed as an independent non-executive director of Mediclinic International Limited in 2012 and continues as an independent non-executive director of the Company subsequent to the reverse takeover by the Company of Mediclinic International Limited. Ms Mandela holds a bachelor's degree in Social Science from the University of Cape Town, completed the Associate in Management programme at the University of Cape Town and obtained a Certificate in Strategic Management from the New York New School University.

BIOGRAPHIES OF DIRECTORS (continued)



Resolution 12 – Trevor Petersen

Role: Independent Non-Executive Director
Appointment to the Board: 15 February 2016
Committee membership: Audit and Risk Committee, Remuneration Committee (Chair), Nomination Committee

In 1996 Mr Petersen resigned from the University of Cape Town (“UCT”) to take up a partnership in the merged firm of PricewaterhouseCoopers Inc. He served as a partner of the national firm from 1997 to 2009 and served as the Partner-in-Charge of Cape Town and as Chairman of the Western Cape Region. Mr Petersen currently serves as the Chairman of the Finance Committee of UCT. He is an independent non-executive director on the boards of Petmin Ltd and Media24 (Pty) Ltd (a subsidiary of Naspers Ltd) and is currently the Managing Trustee of the Woodside Village Trust. Trevor has served professional membership associations such as the South African Institute of Chartered Accountants and was elected the Chairman of the national body in 2006 and 2007. He was appointed as an independent non-executive director of Mediclinic International Limited in 2012 and continues as an independent non-executive director of the Company subsequent to the reverse takeover by the Company of Mediclinic International Limited. He holds an Honours Degree in Accountancy from the University of Cape Town and is also a qualified Chartered Accountant with the South African Institute of Chartered Accountants.



Resolution 13 – Desmond Smith

Role: Independent Non-Executive Director
Appointment to the Board: 15 February 2016
Committee membership: Audit and Risk Committee (Chair), Nomination Committee

Desmond Smith was the Chief Executive Officer of the Sanlam Group from April 1993 to December 1997 and of the Reinsurance Group of America (South Africa) from March 1999 to March 2005. He is the present Chairman of both companies. During his career he has served on various boards. Mr Smith was appointed as an independent non-executive director of the Mediclinic International Limited in 2008 and also as the Lead Independent Director of Mediclinic in 2010. Mr Smith continues as an independent non-executive director of the Company subsequent to the reverse takeover by the Company of Mediclinic International Limited. He is an actuary by profession having qualified as a Fellow of the Institute of Actuaries (London) and is a past-president of both the Actuarial Society of South Africa (1996) and the International Actuarial Association (2012).

SHAREHOLDER NOTES

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

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on Monday, 18 July 2016. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting. In alignment with best practice for listed companies, it is the current intention that each of the resolutions to be put to the Meeting will be voted on by way of a poll and not by show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account.
2. Dispatch instructions: To be valid, any form of proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be returned by no later than 15:00 on Monday, 18 July 2016 through any one of the following methods:
 - a) in the case of shareholders on the UK register:
 - i) by post, courier or (during normal business hours only) hand to the Company's UK registrar at:
Capita Asset Services
PXS 1
34 Beckenham Road
Beckenham
BR3 4ZF
 - ii) electronically through the website of the Company's UK registrar at www.capitashareportal.com; or
 - iii) in the case of shares held through CREST, via the CREST system (see notes 11 to 13 below);
 - b) in the case of certificated shareholders or shareholders who hold dematerialised shares with own name registration on the South African securities register, to the Company's South African transfer secretaries at:

Computershare Investor Services (Pty) Ltd
Proxies
70 Marshall Street, Johannesburg, 2001, South Africa
PO Box 61051, Marshalltown, 2107, South Africa
E-mail: proxy@computershare.co.za
Fax: +27 11 688 5238

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

Transfer Secretaries (Pty) Ltd
4 Robert Mugabe Avenue, Windhoek, Namibia
PO Box 2401, Windhoek, Namibia
3. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 30 minutes prior to the commencement of the Meeting at 15:00 (UK time) on Wednesday, 20 July 2016 so that their shareholding may be checked against the Company's share register and attendances recorded.
4. Members are entitled to appoint a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. 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 on page 18 of this Notice.

SHAREHOLDER NOTES (continued)

5. In the case of joint holders, the signature of one holder will be sufficient, but the names of all joint holders should be stated. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
6. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
7. The statement of the rights of shareholders in relation to the appointment of proxies in notes 2, 4 and 5 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
9. If you return more than one proxy appointment (except where 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.
10. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 13 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/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.
12. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuers' agent (ID RA10) by 15:00 on Monday, 18 July 2016. 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 issuers agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
13. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

SHAREHOLDER NOTES (continued)

14. In the case of dematerialised shareholders holding their shares through the South African securities register, other than dematerialised shareholders with “own name” registration, such shareholders should contact their Central Securities Depository Participant (“**CSDP**”) or broker in the manner and time stipulated in their agreement, in order to furnish them with their voting instructions or to obtain a letter of representation, in the event that they wish to attend the Meeting in person.
15. Any corporation which is a member can appoint one or more corporate representative(s) who may exercise on its behalf all of its powers as a member provided that no more than one corporate representative exercises powers in relation to the same shares.
16. As at 20 June 2016 (being the latest practicable business day prior to the publication of this Notice), the Company’s ordinary issued share capital consists of 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 20 June 2016 are 737 243 810.
17. Under section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company’s financial statements (including the auditor’s report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with section 437 of the Companies Act 2006. 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 Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company’s auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
18. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
19. The following documents are available for inspection during normal business hours at the registered office of the Company in the United Kingdom or at Mediclinic Offices, Strand Road, Stellenbosch, 7600, South Africa on any business day from 21 June 2016 until the time of the Meeting and may also be inspected at the Meeting venue, as specified in the Notice, from 14:00 on the day of the Meeting until the conclusion of the Meeting:
 - a) copies of the Directors’ letters of appointment or service contracts;
 - b) a copy of the Articles of Association of the Company;
 - c) a copy of the Contract for the purchase of subscriber shares as referred to in Resolution 22; and
 - d) a copy of the Directors’ Deeds of Indemnity.
20. You may not use any electronic address provided in either this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found on the Company’s website at www.mediclinic.com.

COMPANY INFORMATION AND CONTACT DETAILS

COMPANY NAME AND NUMBER

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

REGISTERED OFFICE

Mediclinic International plc, 40 Dukes Place, London, EC3A 7NH, United Kingdom
Postal address: PO Box 456, Stellenbosch, 7599
Tel: +44 20 7954 9600 Fax: +44 20 7954 9886
Ethics Line: +27 12 543 5332/Toll-free 0800 005 316 (South Africa only)/ethics@mediclinic.com

LISTING

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

E-MAIL AND WEBSITE

info@mediclinic.com
www.mediclinic.com

DIRECTORS*

Dr E de la H Hertzog (ne) (Chairman) (South African), DP Meintjes (Chief Executive Officer) (South African), JJ Durand (ne) (South African), JA Grieve (ind ne) (British), S Keating (ind ne) (Irish), Prof Dr RE Leu (ind ne) (Swiss), N Mandela (ind ne) (South African), TD Petersen (ind ne) (South African), DK Smith (ind ne) (South African), I Tyler (snr ind) (British), PJ Uys (alternate director to JJ Durand) (South African)

** JP Myburgh will be appointed as an executive director and the Chief Financial Officer of the Company with effect from 1 August 2016, replacing Craig Tingle who retired on 15 June 2016.*

COMPANY SECRETARY

Capita Company Secretarial Services Limited
Ms Victoria Dalby
Tel: +44 20 7954 9600

INVESTOR RELATIONS CONTACT

Mr Gert Hattingh
ir@mediclinic.com

REGISTRAR / TRANSFER SECRETARIES

UK Registrar:

Capita Asset Services
The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom
Tel: 0871 664 0300 (UK only)/+44 20 8639 3399 (if dialling from outside the UK)
Lines are open during normal business hours from 8.30am – 5.30pm Monday to Friday and charged at the standard rate. You can also use their website to check and maintain your records. Details can be found at www.capitaassetservices.com.

South African Transfer Secretaries:

Computershare Investor Services (Pty) Ltd
70 Marshall Street, Johannesburg, 2001
Postal address: PO Box 61051, Marshalltown, 2107
Tel: +27 11 370 5000 Fax: +27 11 688 7716

COMPANY INFORMATION AND CONTACT DETAILS (continued)

Namibian Transfer Secretaries:

Transfer Secretaries (Proprietary) Limited
4 Robert Mugabe Avenue, Windhoek
Postal address: PO Box 2401, Windhoek
Tel: +264 61 227 647 Fax: +264 61 248 531

CORPORATE ADVISORS

AUDITOR

PricewaterhouseCoopers LLP
London

CORPORATE BROKER AND SPONSORS

Corporate broker: Morgan Stanley & Co International plc
JSE (South Africa) sponsor: Rand Merchant Bank (a division of FirstRand Bank Limited)
NSX (Namibia) sponsor: Simonis Storm Securities (Pty) Ltd

LEGAL ADVISORS

English legal advisors: Slaughter and May
South African legal advisors: Cliffe Dekker Hofmeyr Inc.

REMUNERATION CONSULTANT

New Bridge Street

COMMUNICATION AGENCY

Bell Pottinger

VENUE AND DIRECTIONS

Rosewood London Hotel
252 High Holborn
London
WC1V 7EN
United Kingdom
Tel: +44 20 7781 888

TRANSPORT LINKS

London Underground Stations

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

Nearby Airports

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

Major Rail Stations

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