

MEDICLINIC INTERNATIONAL PLC

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

NOTICE OF ANNUAL GENERAL MEETING 2017

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

Tuesday, 25 July 2017 at 15:00 (BST)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor/attorney, accountant, Central Securities Depository Participant ("**CSDP**"), banker or other independent professional advisor immediately.

If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

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

The notice of the annual general meeting of the Company to be held at **15:00 (BST) on Tuesday, 25 July 2017** at the Rosewood London Hotel, 252 High Holborn, London, WC1V 7EN, United Kingdom 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 (BST) on Friday, 21 July 2017. 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: 25 JULY 2017

I am pleased to invite you to the annual general meeting ("**the Meeting**") of Mediclinic International plc ("**the Company**") to be held at the Rosewood London Hotel, 252 High Holborn, London, WC1V 7EN, United Kingdom on Tuesday, 25 July 2017 at 15:00 (BST).

Resolutions and explanatory notes

The formal notice convening the Meeting ("**the Notice**") is set out on pages 3 to 10 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.

I would like to draw your attention, in particular, to the following resolutions:

- (a) Resolution 3, which asks for shareholder approval to amend the Directors' Remuneration Policy to better reflect the way in which the Company operates subsequent to the combination of Al Noor Hospitals Group plc and Mediclinic International Limited in February 2016. The key changes are around the annual short-term incentive and the long-term incentive plan awards to outline in more detail how these are satisfied. These awards are made over shares, but generally cash-settled in most jurisdictions. Where this is the case, in order to continue to build long-term alignment of the Directors' interests with shareholders, there is a requirement to purchase shares with the net proceeds of the award and hold those shares until the individual has reached the share ownership guideline. In this way, continued alignment is ensured even where awards are cash-settled for technical reasons. Other changes include provisions relating to *malus* (adjustment of award before delivery), clawback (reclaim of awards after delivery), and post-vesting holding periods.
- (b) Resolution 21, which asks for shareholder approval to alter the Company's Articles of Association to update the dividend payment provisions to reflect guidance published by the ICSA Registrars' Group in March 2014. These amendments will give the Company greater flexibility to use the most relevant payment mechanisms for the distribution of dividends, including electronic methods.

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 read the provisions included in the Shareholder Notes set out on pages 16 to 18 regarding the actions required by shareholders carefully. 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 email 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 (BST) / 15:00 (WAT) / 16:00 (SAST).

Further information

Further information relating to the Company and its financial information can be found in the Company's Annual Report and Financial Statements for the year ended 31 March 2017, 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 previous annual reports, investor presentations, share price data, as well as the Group's corporate governance practices.

Recommendation

The board of directors (the "**Board**" or the "**Directors**") believes that Resolutions 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

A handwritten signature in black ink, appearing to read 'Edwin Hertzog', with a small horizontal line at the end.

Dr Edwin Hertzog

Non-executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2017 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 **Tuesday, 25 July 2017 at 15:00** (BST).

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

ORDINARY RESOLUTIONS

Resolution 1: Annual Financial Statements and Directors' Report

- To receive the Company's annual financial statements for the financial year ended 31 March 2017 together with the Directors' Report and the auditors' 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 2017 Annual Report and Financial Statements for the year ended 31 March 2017, available on the Company's website at www.mediclinic.com.

Resolution 2: Directors' Remuneration Report

- To approve the Directors' Remuneration Report set out on pages 85 to 107 of the Company's 2017 Annual Report and Financial Statements for the year ended 31 March 2017 (excluding the Directors' Remuneration Policy included in the report).

Explanatory note:

This resolution deals with the remuneration paid to the Directors during the year under review. Shareholders are invited to vote on the Directors' Remuneration Report, which appears on page 85 to 107 in the 2017 Annual Report and Financial Statements (excluding the Directors' Remuneration Policy). In accordance with the Companies Act 2006, Resolution 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 3: Amended Directors' Remuneration Policy

- To approve the amended Directors' Remuneration Policy set out on pages 86 to 94 of the 2017 Annual Report and Financial Statements, which will take effect at the conclusion of the Meeting.

Explanatory note:

*The current Directors' Remuneration Policy was approved by shareholders at the general meeting of the Company held on 15 December 2015, which approval is valid in terms of the Companies Act 2006 for a period of three years up to the Company's annual general meeting in 2018. Following a review of the existing Directors' Remuneration Policy, the Company's Remuneration Committee has proposed a revised policy, as set out on pages 86 to 94 of the 2017 Annual Report and Financial Statements. The key changes are around the annual short-term incentive ("**STI**") and the long-term incentive plan ("**LTIP**") awards to outline in more detail how these are satisfied, as summarised below:*

Element of pay	Substantial proposed changes
Annual STI	<p><i>To reflect more clearly the current operation of the bonus deferral, its treatment has been formalised as follows:</i></p> <ul style="list-style-type: none"> <i>• Half of the bonus paid will be deferred in shares for two years, with vesting subject to continued employment.</i> <i>• Deferred shares may be settled in cash.</i> <p><i>To strengthen alignment with shareholder interests where an award is settled in cash and a Director has not yet met the share ownership guidelines, this cash must be used to purchase shares in the Company.</i></p> <p><i>Reference to the malus condition in operation has been included, which provides that an award may be adjusted at the discretion of the Remuneration Committee before delivery if an adjustment event occurs.</i></p>

Element of pay	Substantial proposed changes
LTIP	<p><i>No fundamental changes have been made to the LTIP, but the policy has been updated to reflect more clearly its current operation. Similar to the deferred portion of the annual STI, awards will be made in shares, but may be cash settled. Executive Directors' awards will be subject to post-vesting holding periods of two years.</i></p> <p><i>To strengthen alignment with shareholder interests where an award is settled in cash and a Director has not yet met the share ownership guidelines, this cash must be used to purchase shares in the Company.</i></p> <p><i>Increased flexibility is included in the selection of performance measures for the LTIP.</i></p> <p><i>Reference to the malus condition in operation has been included.</i></p>
Share ownership guidelines	<i>No changes have been made to the practice around share ownership guidelines, but these were previously not included in the policy.</i>

The rationale for these changes is to align the Remuneration Policy more specifically to the current operation of the STI and the LTIP. Further, the requirement to hold shares is intended to facilitate Executive Directors to build shareholding in the business and, therefore, align management's interests with shareholders' interests and the Group's performance, without encouraging excessive risk taking.

The Remuneration Policy, if approved, will take effect immediately after the conclusion of the Meeting and is binding. Shareholders are requested to approve the Remuneration Policy which is set out on pages 86 to 94 of the 2017 Annual Report and Financial Statements. Provided it remains unchanged, the Remuneration Policy will continue to apply until it is proposed to shareholders for approval again at the Company's annual general meeting in 2020.

Resolution 4: Final Dividend

- To declare a final cash dividend recommended by the Board for the year ended 31 March 2017 of 4.70 pence per ordinary share payable to the Company's shareholders who are registered as such on the record date of Friday, 23 June 2017.

Explanatory note:

The Board proposes a final cash dividend of 4.70 pence per share for the year ended 31 March 2017. If approved, the recommended final dividend will be paid on Monday, 31 July 2017 to all ordinary shareholders who are registered as such on the record date of Friday, 23 June 2017. Shareholders on the South African register will be paid the ZAR cash equivalent of 80.60500 cents per share (64.48400 cents net of dividend withholding tax). South African resident shareholders may be paid all or part of the dividend under the Dividend Access Trust. Further information about the timetable for the final dividend is included in the results announcement dated 23 May 2017, available on the Company's website.

Resolutions 5 to 14: Election and Re-election of Directors

- To elect Jurgens Myburgh, serving as the Chief Financial Officer of the Company, as a director of the Company.
- To re-elect Danie Meintjes, serving as the Chief Executive Officer of the Company, as a director of the Company.
- To re-elect Dr Edwin Hertzog, serving as the non-executive Chairman of the Company, as a director of the Company.
- To re-elect Jannie Durand, serving as a non-executive director of the Company, as a director of the Company.
- To re-elect Alan Grieve, serving as an independent non-executive director of the Company, as a director of the Company.
- To re-elect Seamus Keating, serving as an independent non-executive director of the Company, as a director of the Company.
- To re-elect Prof Dr Robert Leu, serving as an independent non-executive director of the Company, as a director of the Company.
- To re-elect Nandi Mandela, serving as an independent non-executive director of the Company, as a director of the Company.
- To re-elect Trevor Petersen, serving as an independent non-executive director of the Company, as a director of the Company.
- To re-elect Desmond Smith, serving as the Senior Independent 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. All of the Directors, with the exception of Jurgens Myburgh, are retiring and seeking re-election at the Meeting. In accordance with the Company's Articles of Association, any director appointed as such by the Board of Directors shall retire at the following annual general meeting and shall be eligible for election. Jurgens Myburgh was appointed by the Board on 1 August 2016 and therefore he will retire and seek election by the shareholders at the Meeting.

The biographical details of all the Directors seeking election or re-election at the Meeting are set out on pages 11 to 15 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 cease immediately.

Following the internal Board evaluation process concluded in March 2017 and a recommendation from the Nomination Committee, the Board is satisfied that each of the Directors continues to be effective, demonstrates a commitment to the role and continues to be able to dedicate sufficient time to their duties. The Directors believe that the Board continues to include an appropriate balance of skills and provides effective leadership for the Company. The Board has a variety of skills which include significant financial experience, extensive knowledge of the healthcare industry internationally and experience of public companies listed on the London Stock Exchange. The Board of Directors therefore recommends the re-election of all the Directors who are seeking re-election, as well as the election of Jurgens Myburgh, who was appointed during the year and is seeking election.

The Board considers Alan Grieve, Seamus Keating, Prof Dr Robert Leu, Nandi Mandela, Trevor Petersen and Desmond Smith to be independent non-executive directors in accordance with provision B.1.1 of the UK Corporate Governance Code. None of the independent non-executive directors seeking 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 re-election of the independent non-executive directors (resolutions 9 to 14) of the Company will therefore be taken on a poll and the votes cast by (i) independent shareholders and (ii) all shareholders will be calculated separately. Such resolutions will be passed only if a majority of votes cast by independent shareholders are in favour, in addition to a majority of votes cast by all shareholders being in favour.

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.

Resolution 15: Re-appointment of Auditors

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

Explanatory note:

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

Resolution 16: Remuneration of Auditors

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

Explanatory note:

The remuneration of the Company's auditors 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 determine the remuneration of the Company's auditors.

Resolution 17: Authority to Make Political Donations

17. To authorise, in accordance with Part 14 of the 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 2018 or 31 August 2018, whichever is earlier, 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 political donations by the Company's Swiss operating platform, Hirslanden, as described in the Annual Report and Financial Statements for the year ended 31 March 2017, in the amount of CHF8 000 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 17.

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

Resolution 18: Authority to Allot Ordinary Shares

18. To generally and unconditionally authorise the Board, in substitution for any existing authority, but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, pursuant to and in accordance with section 551 of the 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 2018 or 31 August 2018, whichever is earlier, save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Explanatory note:

The purpose of this Resolution 18 is to give the Directors authority to allot shares in place of the existing authority approved at the annual general meeting of the Company held on 20 July 2016, which expires at the end of the 2017 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 25 June 2017, the latest practicable date prior to publication of this Notice.

The authority in paragraph (b) of the resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a nominal value of £48 658 091.40 (representing 486 580 914 ordinary shares), which is equivalent to approximately 66% of the total issued ordinary share capital of the Company excluding treasury shares as at 25 June 2017, the latest practicable date prior to publication of this Notice (such amount to be reduced by the amount of any relevant securities issued under the authority conferred by paragraph (a) of Resolution 18).

The Company does not currently hold any shares in treasury.

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

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

The authorities will only be valid until the conclusion of the next annual general meeting in 2018 or 31 August 2018, whichever is earlier.

SPECIAL RESOLUTIONS

Resolution 19: Authority to Disapply Pre-emption Rights

19. That, if Resolution 18 above is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006 (the "Act")) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

(a) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 18, by way of a rights issue only):

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

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

(b) in the case of the authority granted under paragraph (a) of Resolution 18 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £3 686 219.05,

such power to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 31 August 2018 but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

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

20. That, if Resolution 18 above is passed, the Board be given the power, in addition to any power granted under Resolution 19, to allot equity securities (as defined in the Companies Act 2006 (the "Act")) for cash under the authority granted under paragraph (a) of Resolution 18 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be:

(a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3 686 219.05; and

(b) used only for the purposes of financing a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the *Statement of Principles on Disapplying Pre-emption Rights* most recently published by the Pre-Emption Group prior to the date of this notice or for the purposes of refinancing such a transaction within six months of its taking place,

such power to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 31 August 2018), but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Explanatory note for Resolutions 19 and 20:

At the annual general meeting held on 20 July 2016, the Directors were given the authority to issue equity securities of the Company and sell treasury shares in exchange for cash until the 2017 annual general meeting.

Resolution 19 renews the Directors' power to allot equity securities and sell treasury shares in exchange for cash without first offering them to existing shareholders in proportion to their existing shareholdings. Equity securities include ordinary shares in the Company. Resolution 19 allows the Directors to issue equity securities and to sell treasury shares for cash on a non pre-emptive basis: (i) to ordinary shareholders in proportion to their existing shareholdings and to holders of other equity securities as required by the rights of those securities or as the Directors consider necessary and to deal with, 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 25 June 2017, the latest practicable date prior to publication of this Notice.

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

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

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

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

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

These authorities are without prejudice to allotments made under previous authorities, and will only be valid until the conclusion of the next annual general meeting in 2018 or 31 August 2018, whichever is earlier.

Resolution 21: Amendment to the Company's Articles of Association

21. That the Company's Articles of Association be amended by the deletion of the existing Article 106 and the adoption and inclusion of the following new Article 106 in its place:

"106 Manner of payment of dividends

106.1 Any dividend or other sum payable in cash by the Company in respect of a share may be paid by any bank or other funds transfer or payment system or by such other means including, in respect of uncertificated shares, by means of the facilities and requirements of a relevant system, as the holder (or joint holders) may in writing direct and the Company may agree. Such payment may be made to or through such person as the holder (or joint holders) may direct in writing. The Company shall have no responsibility for any sums lost or delayed in the course of payment by any such system or other means or where it has acted on any such directions and the making of payment by any such system or other means shall constitute a good discharge to the Company.

106.2 In addition, any dividend or other sum may be paid by cheque, warrant or similar financial instrument sent by post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the register in respect of the shares at his address as appearing in the register or addressed to such person and at such address as the holder (or joint holders) may in writing direct. Every cheque, warrant or similar financial instrument shall, unless the holder (or joint holders) otherwise directs, be made payable to the holder or, in the case of joint holders, to the holder whose name stands first on the register in respect of the shares, and shall be sent at his or their risk and payment of the cheque, warrant or similar financial instrument by the financial institution on which it is drawn shall constitute a good discharge to the Company.

- 106.3 In respect of the payment of any dividend or other sum, the Directors may decide, and notify the holder (or joint holders), that:
- 106.3.1 one or more of the means of payment described in paragraphs 106.1 or 106.2 above will be used for payment and, where more than one means will be used, a holder (or joint holders) may elect to receive the payment by one of the means so notified in the manner prescribed by the Directors;
 - 106.3.2 one or more such means will be used for the payment unless a holder (or joint holders) elects for another means of payment in the manner prescribed by the Directors; or
 - 106.3.3 one or more of such means will be used for the payment and that holders will not be able to elect to receive the payment by any other means.
- The Directors may for this purpose decide that different methods of payment may apply to different holders or groups thereof.
- 106.4 If:
- 106.4.1 a holder (or joint holders) does not specify an address, or does not specify an account of a type prescribed by the board, or does not specify other details, and in each case that information is necessary in order to make a payment of a dividend or other sum by the means by which in accordance with this Article the Directors have decided that a payment is to be made, or by which the holder (or joint holders) has validly elected to receive payment; or
 - 106.4.2 payment cannot be made by the Company using the details provided by the holder (or joint holders),
- the dividend or other sum shall be treated as unclaimed for the purposes of these Articles.
- 106.5 Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable on or in respect of the shares held by them.
- 106.6 Where a person is entitled by transmission to a share, any dividend or other sum payable by the Company in respect of the share may be paid as if he were a holder of the share and his address noted in the register were his registered address and where two or more persons are so entitled, any one of them may give effectual receipts for any dividends or other moneys payable or property distributable on or in respect of the shares.'

Explanatory note:

The purpose of Resolution 21 is to amend the dividend payment provisions contained in Article 106 of the Company's Articles of Association. The ICSA Registrars' Group published guidance on this area in March 2014 and the new Article 106 is intended to reflect the recommendations set out in that guidance. Historically, companies have used three distribution channels, CREST, cheques and BACS for making dividend payments. If this resolution is passed, the amended Articles of Association will give the Company greater flexibility to elect to use different distribution channels for the payment of dividends, including by electronic means.

A copy of the Company's Articles of Association showing the amendments proposed by Resolution 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.

Resolution 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 2017 Annual Report and Financial Statements, read with the 2017 Clinical Services Report and the 2017 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
23 June 2017

BIOGRAPHIES OF DIRECTORS



Resolution 5 - Jurgens Myburgh

Chief Financial Officer

Nationality: South African

Committee memberships: Disclosure Committee, Investment Committee

Jurgens Myburgh was appointed as an executive director and Chief Financial Officer of the Company on 1 August 2016. Prior to joining the Mediclinic Group, he served as the Executive Vice President of Investment Banking at The Standard Bank of South Africa Limited; and since 2014 as the Chief Financial Officer at Datatec Limited, an international information and communications technology group.

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



Resolution 6 - Danie Meintjes

Chief Executive Officer

Nationality: South African

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

Danie Meintjes was appointed as an executive director and Chief Executive Officer of the Company on 15 February 2016 following the Combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited. Prior to the Combination, he served as the Chief Executive Officer of Mediclinic International Limited from 2010. He served in various management positions in the Remgro group before joining the Mediclinic Group in 1985 as the Hospital Manager at Mediclinic Sandton. He was appointed as a member of Mediclinic's Executive Committee in 1995 and as a director in 1996. He was seconded to serve as a senior executive of the Group's operations in Dubai in 2006 and appointed as the Chief Executive Officer of Mediclinic Middle East in 2007.

Qualifications: 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

Non-executive Chairman

Nationality: South African

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

Dr Edwin Hertzog* was appointed as the non-executive Chairman of the Company on 15 February 2016 following the Combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited. Prior to the Combination, he served as the non-executive Chairman of Mediclinic International Limited. As a specialist anaesthesiologist, he was commissioned by the then Rembrandt group (now Remgro) in 1983 to undertake a feasibility study on the establishment of a private hospital group, and three years later, in 1986, Mediclinic International Limited (then named Medi-Clinic Corporation Limited) was listed on the JSE. He was appointed as the first Managing Director of Mediclinic International Limited upon its establishment in 1983. He then served as executive Chairman of the company from 1992 until August 2012, when he retired from his executive role, but remained on the Board as non-executive Chairman. He also serves as the non-executive Deputy Chairman of Remgro and was a non-executive director of the Distell, Total (SA) and Trans Hex groups. He was also Chairman of the Hospital Association of South Africa and the Council of Stellenbosch University.

Qualifications: M.B.Ch.B.; M.Med.; F.F.A. (SA); and Ph.D. (honoris causa)

* *Dr Edwin Hertzog's non-executive directorships listed above qualify as his other significant commitments, for the purposes of Provision B.3.1 of the UK Corporate Governance Code.*



Resolution 8 – Jannie Durand

Non-executive director

Nationality: South African

Committee memberships: Investment Committee, Nomination Committee

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

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

* *Pieter Uys, the Head of Strategic Investment at Remgro Limited, is appointed as the alternate director to Jannie Durand since 7 April 2016. Prior to joining Remgro, he was a founding member and ultimately became the Chief Executive Officer of the Vodacom group, one of the leading mobile networks in Africa. Qualifications: He holds a M.Eng. (Electrical) degree and an MBA from the University of Stellenbosch.*

**Resolution 9 – Alan Grieve**

Independent non-executive director

Nationality: British

Committee memberships: Audit and Risk Committee, Disclosure Committee (Chairman), Investment Committee

Alan Grieve was appointed as an independent non-executive director of the Company on 15 February 2016 following the Combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited. Prior to the Combination, he served as an independent non-executive director of Mediclinic International Limited from 2012. He is a non-executive director of Reinet Investments Manager S.A., having served as its Chief Executive Officer from 2012 to 2014 and Chief Financial Officer from 2008 to 2011. He was the Director of Corporate Affairs of Compagnie Financière Richemont S.A. Prior to joining Richemont in 1986, he worked with the predecessor firms of PricewaterhouseCoopers and Ernst & Young.

Qualifications: He holds an Honours degree in Business Administration from Heriot-Watt University, Edinburgh (B.A. (Hons)); and is also a member of the Institute of Chartered Accountants of Scotland.

**Resolution 10 – Seamus Keating**

Independent non-executive director

Nationality: British

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

Seamus Keating was appointed as an independent non-executive director of the Company (then Al Noor Hospitals Group plc) on 5 June 2013 and continues to serve as a director of the Company following the Combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited in February 2016. He 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 Chief Financial Officer of Logica plc from 2002 until 2010 when he became Chief Operating Officer and head of its Benelux operations. Prior to his role at Logica plc, he worked for the Olivetti Group from 1989 until 1999 in senior finance roles in the UK and Italy. He 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 Limited. He has been chairman of Mi-pay Group plc since April 2014.

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



Resolution 11 – Prof Dr Robert Leu

Independent non-executive director

Nationality: Swiss

Committee memberships: Clinical Performance and Sustainability Committee, Nomination Committee, Remuneration Committee

Prof Dr Robert Leu was appointed as an independent non-executive director of the Company on 15 February 2016 following the Combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited. Prior to the Combination, he served as an independent non-executive director of Mediclinic International Limited since 2010. He 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, he acted as economic adviser to executive and legislative bodies on all policy levels in Switzerland and to international institutions, in particular to the World Health Organisation, the Organisation for Economic Co-operation and Development and the World Bank. He is a director of Visana AG since 2009 and has served as the Vice-President of the company since 2014, is President of the Alliance for a Free Health Care System in Switzerland since 2013, and a director of Medgate Integrated Care Holding AG in Switzerland since May 2017. He was a prior director of Hirslanden AG and past President of Arcovita AG.

Qualifications: He holds a Masters degree in Economics; and a Doctorate in Economics (Ph.D.), both from the University of Basel.



Resolution 12 – Nandi Mandela

Independent non-executive director

Nationality: South African

Committee membership: Clinical Performance and Sustainability Committee

Nandi Mandela was appointed as an independent non-executive director of the Company on 15 February 2016 following the Combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited. Prior to the Combination, she served as an independent non-executive director of Mediclinic International Limited since 2012. She 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.

Qualifications: She holds a Bachelor's degree in Social Science from the University of Cape Town (B.Soc.Sc.); 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.

**Resolution 13 – Trevor Petersen**

Independent non-executive director

Nationality: South African

Committee memberships: Audit and Risk Committee, Nomination Committee, Remuneration Committee (Chairman)

Trevor Petersen was appointed as an independent non-executive director of the Company on 15 February 2016 following the Combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited. Prior to the Combination, he served as an independent non-executive director of Mediclinic International Limited from 2012. In 1996, he resigned from the University of Cape Town to take up a partnership in the merged firm of PricewaterhouseCoopers Inc. He served as a partner of the national firm from 1997 to 2009 and served as the Partner-in-Charge of Cape Town and as Chairman of the Western Cape Region. He is an independent non-executive director on the boards of Petmin Ltd and Media24 (Pty) Ltd (a subsidiary of Naspers Ltd). He has served on professional membership associations such as the South African Institute of Chartered Accountants, and was elected as the Chairman of the national body in 2006 and 2007.

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

**Resolution 14 – Desmond Smith**

Senior Independent Director

Nationality: South African

Committee memberships: Audit and Risk Committee (Chairman), Nomination Committee

Desmond Smith was appointed as an independent non-executive director of the Company on 15 February 2016 following the Combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited. Prior to the Combination, he served as an independent non-executive director of Mediclinic International Limited from 2008 and as the Lead Independent Director from 2010. He was the Chief Executive Officer of the Sanlam Group from April 1993 to December 1997 and of the Reinsurance Group of America (South Africa) from March 1999 to March 2005. He is the present Chairman of both companies. He has served on various boards and was president of the Actuarial Society of South Africa (1996) and the International Actuarial Association (2012).

Qualifications: He holds a Bachelor of Science (B.Sc.) degree; a fellow of the Actuarial Society of South Africa; a Fellow of the Institute of Actuaries (London); and completed an International Senior Managers Program at Harvard Business School.

SHAREHOLDER NOTES

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

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on Friday, 21 July 2017 (or, in the event of any adjournment, close of business on the date which is 48 hours before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting. In alignment with best practice for listed companies, it is the current intention that each of the resolutions to be put to the Meeting will be voted on by way of a poll and not by show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account.
2. **Dispatch instructions:** To be valid, any form of proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be returned by no later than 15:00 (BST) on Friday, 21 July 2017 through any one of the following methods:
 - a) in the case of shareholders on the UK register:
 - i) by post, courier or (during normal business hours only) handed to the Company's UK registrar at:
Capita Asset Services
PXS1
34 Beckenham Road
Beckenham
BR3 4ZF
 - ii) electronically through the website of the Company's UK registrar at www.signalshares.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
Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196
PO Box 61051, Marshalltown, 2107, South Africa
Email: proxy@computershare.co.za
Fax: +27 11 688 5238

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

Transfer Secretaries (Pty) Ltd
4 Robert Mugabe Avenue, Windhoek, Namibia
PO Box 2401, Windhoek, Namibia
3. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 30 minutes prior to the commencement of the Meeting at 15:00 (BST) on Tuesday, 25 July 2017 so that their shareholding may be checked against the Company's share register and attendance recorded.
4. Members are entitled to appoint a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. A form of proxy which 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 above.
5. In the case of joint holders, the signature on one holder is sufficient, but the names of all joint holders should be stated. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
6. Any person to whom this Notice is sent who is a person nominated under section 146 of the 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 3, 4 and 8 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
9. If you return more than one proxy appointment (except where multiples proxies have been appointed), either by paper or electronic communication, that appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
10. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 13 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/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 (BST) on Friday, 21 July 2017. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
13. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
14. In the case of dematerialised shareholders holding their shares through the South African securities register, other than dematerialised shareholders with "own name" registration, such shareholders should contact their 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 25 June 2017 (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 25 June 2017 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 auditors' 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 Corporate Office, 25 Du Toit Street, Stellenbosch, 7600, South Africa on any business day from Friday, 23 June 2017 until the time of the Meeting and may also be inspected at the Meeting venue, as specified in the Notice, from 14:00 (BST) on the day of the Meeting until the conclusion of the Meeting:
 - a) copies of the Directors' letters of appointment or service contracts; and
 - b) a copy of the Articles of Association of the Company.
20. You may not use any electronic address provided in either this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

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

COMPANY INFORMATION

COMPANY NAME AND NUMBER

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

REGISTERED OFFICE

Mediclinic International plc, 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
E-mail: info@mediclinic.com
Website: www.mediclinic.com

LISTING

FTSE sector: Health Care Equipment & Services
ISIN code: GBO0B8HX8Z88
SEDOL Number: B8HX8Z8
EPIC Number: MDC
LEI: 213800255BSBIZTD5160
Primary listing: London Stock Exchange (share code: MDC)
Secondary listing: JSE Limited (share code: MEI)
Secondary listing: Namibian Stock Exchange (share code: MEP)

DIRECTORS

Dr Edwin Hertzog (Chairman) (South African), Danie Meintjes (Chief Executive Officer) (South African), Jurgens Myburgh (Chief Financial Officer) (South African), Jannie Durand (ne) (South African), Alan Grieve (ind ne) (British), Seamus Keating (ind ne) (Irish), Prof Dr Robert Leu (ind ne) (Swiss), Nandi Mandela (ind ne) (South African), Trevor Petersen (ind ne) (South African), Desmond Smith (Senior Independent Director) (South African), Pieter Uys (alternate to Jannie Durand) (South African)

COMPANY SECRETARY

Capita Company Secretarial Services Limited
Ms Victoria Dalby
Tel: +44 20 7954 9600
E-mail: MediclinicInternational@capita.co.uk

INVESTOR RELATIONS CONTACT

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

REGISTRAR / TRANSFER SECRETARIES

United Kingdom:

Capita Asset Services (*up to Friday, 18 August 2017*)
The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU
Tel: 0871 664 0300 (UK only) or +44 371 664 0300 (if dialling from outside the UK)

Computershare (*from Monday, 21 August 2017*)

The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, United Kingdom
Tel: +44 370 703 6022
E-mail: WebCorres@computershare.co.uk

South Africa: Computershare Investor Services (Pty) Ltd

Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 • PO Box 61051, Marshalltown, 2107
Tel: +27 11 370 5000

Namibia: Transfer Secretaries (Pty) Ltd

4 Robert Mugabe Avenue, Windhoek • PO Box 2401, Windhoek
Tel: +264 61 227 647

CORPORATE ADVISORS

Auditors

PricewaterhouseCoopers LLP, London

Corporate Broker and Sponsors

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

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

Remuneration Consultant

New Bridge Street

Communication Agency

FTI Consulting
Tel: +44 20 3727 1000
E-mail: businessinquiries@fticonsulting.com

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 to the Rosewood London Hotel.

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)

EXPERTISE YOU CAN TRUST.

www.mediclinic.com