

# FORM OF PROXY

## MEDICLINIC INTERNATIONAL PLC

(Incorporated in England and Wales)  
 Company Number: 08338604  
 LSE Share Code: MDC  
 JSE Share Code: MEI  
 NSX Share Code: MEP  
 ISIN: GB00B8HX8Z88  
 LEI: 213800255BSBIZTD5160  
 ("Mediclinic" or the "Company")

Barcode:



Investor Code:

Event Code:

**This form of proxy is ONLY for use by shareholders registered on the Company's UK share register.**  
 Before completing this form, please read the notes overleaf.

Name of Proxy

Number of shares proxy appointed over (if less than all)

I/We, being a member of the Company, hereby appoint the Chairman of the meeting or the person indicated in the box above as my/our proxy (see note 1) to attend, speak and vote on my/our behalf at 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** and at any adjournment thereof. I/We have indicated with an 'X' how I/we wish my/our votes to be cast on the resolutions set out in the Notice of Annual General Meeting (note 2).

Tick this box if this is one of multiple appointments and enter the number of shares above for which the proxy is authorised (note 3).

Insert an 'X' or the number of votes exercisable (one vote per share)

		For	Against	Withheld
<b>Ordinary resolutions</b>				
1.	To receive the Company's financial statements and the reports by the Directors and auditors			
2.	To approve the Directors' Remuneration Report			
3.	To approve the amended Directors' Remuneration Policy			
4.	To declare a final dividend of 4.70 pence per ordinary share			
5.	To elect Jurgens Myburgh as a Director			
6.	To re-elect Danie Meintjes as a Director			
7.	To re-elect Dr Edwin Hertzog as a Director			
8.	To re-elect Jannie Durand as a Director			
9.	To re-elect Alan Grieve as a Director			
10.	To re-elect Seamus Keating as a Director			
11.	To re-elect Prof Dr Robert Leu as a Director			
12.	To re-elect Nandi Mandela as a Director			
13.	To re-elect Trevor Petersen as a Director			
14.	To re-elect Desmond Smith as a Director			
15.	To re-appoint PwC LLP as auditors of the Company			
16.	To authorise the Audit and Risk Committee to determine the auditors' remuneration			
17.	To authorise the Directors to make political donations			
18.	To authorise the Directors to allot ordinary shares			
<b>Special resolutions</b>				
19.	To authorise the Directors to disapply pre-emption rights			
20.	To authorise the Directors to disapply pre-emption rights for purposes of acquisitions or capital investments			
21.	To authorise the amendment to the Articles of Association			
22.	To approve the reduction in minimum notice period for general meetings (other than annual general meetings)			

To assist with arrangements, please tick the box if you intend to attend the Meeting in person.

I/We would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the Meeting.

Signature

Date

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (for example director, secretary).

## NOTES ON THE COMPLETION OF THE FORM OF PROXY

### 1. Appointment of proxy

A member is entitled to appoint a proxy of his or her own choice who need not be a shareholder to exercise all or any of his or her rights to attend, speak and vote on their behalf at the Meeting. If you wish to restrict the rights of your proxy please cross out either or both of the words 'speak' or 'vote' as you feel appropriate. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see opposite page). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see overleaf) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).

### 2. How to vote

Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his or her discretion as to how he or she votes or whether he or she abstains from voting:

- (a) on any resolution referred to opposite if no instruction is given in respect of that resolution; and
- (b) on any business or resolution considered at the Meeting other than the resolutions referred to in the form of proxy.

The vote withheld option is provided to enable you to instruct your proxy not to vote on the resolution. However, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' the resolution.

### 3. Multiple proxies

To appoint more than one proxy, photocopy this form and complete a separate proxy form for each proxy to be appointed. Please indicate in the box next to the proxy holder's name (see opposite) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.

### 4. Corporate representation

If the member is a corporation, this form must be executed under its common seal or under the hand of an attorney or a duly authorised officer of the corporation.

### 5. Joint holders

In the case of joint holders the signature of one will be sufficient but the names of all the joint holders should be stated. If more than one joint holder is present at the Meeting either personally or by proxy the vote of the joint holder whose name stands first in the register of members shall be counted.

### 6. Delivery deadline

To be valid the instrument appointing a proxy (and where it is signed on behalf of the appointor by an attorney, the letter or power of attorney, or a duly certified copy thereof) must (failing previous registration with the Company) **be delivered by 15.00 (BST) on Friday, 21 July 2017** or, in the case of an adjourned meeting, at least 48 hours before the time appointed for holding the adjourned meeting at which the person named in the instrument proposes to vote or (in the case of a poll taken otherwise than at or on the same day as the Meeting or adjourned meeting) for the taking of the poll at which it is to be used.

Shareholders should return the form of proxy to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF or, if preferred, they may vote electronically via the registrar's website: [www.signalshares.com](http://www.signalshares.com).

CREST members who wish to use the CREST electronic proxy appointment service should refer to the 'Shareholder Notes' in the Notice of Annual General Meeting issued by the Company on Friday, 23 June 2017 which sets out the requirements for the submission of a proxy appointment via CREST.

### 7. Record date

Entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at close of trading UK time on Friday, 21 July 2017 or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

### 8. Attendance

The completion and return of this form will not preclude a member from attending the Meeting and voting in person.

### 9. Capitalised terms

Unless the context requires otherwise, capitalised terms used in this form of proxy have the meaning ascribed to them in the Notice of Annual General Meeting issued by the Company on Friday, 23 June 2017.