

**MDC - MEDICLINIC INTERNATIONAL LIMITED - Announcement regarding the ruling of the Takeover Special Committee**

December 15, 2015

Announcement regarding the ruling of the Takeover Special Committee

Mediclinic International Limited  
(Incorporated in the Republic of South Africa)  
(Registration number: 1983/010725/06)  
ISIN: ZAE000074142  
JSE share code: MDC  
NSX share code: MCI  
("Mediclinic")

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**ANNOUNCEMENT REGARDING THE RULING OF THE TAKEOVER SPECIAL COMMITTEE**

Mediclinic shareholders are referred to the circular to Mediclinic shareholders dated 17 November 2015 ("Scheme Circular"), regarding the proposed combination of the businesses of Mediclinic and Al Noor Hospitals Group plc ("Al Noor") to be effected by Al Noor acquiring all of the shares in Mediclinic pursuant to a scheme of arrangement of Mediclinic under section 114 of the South African Companies Act No. 71 of 2008 (the "Companies Act") (the "Scheme").

As stated in paragraph 8.3 of the Scheme Circular, the Executive Director of the Takeover Panel has referred the interpretation of section 115(4) of the Companies Act on the Scheme to the Takeover Special Committee for a hearing and decision in terms of section 202(3)(a)(ii) of the Companies Act, in so far as Remgro Healthcare Holdings Proprietary Limited ("Remgro Healthcare") is concerned.

Mediclinic shareholders are advised that the Takeover Special Committee has ruled that Remgro Healthcare is not acting in concert with Al Noor for purposes of sections 115(4) and 115(4A) of the Companies Act, and that any voting rights controlled by Remgro Healthcare may be included in calculating whether a quorum is present at the general meeting at which the Scheme will be voted on, and whether the Scheme resolution has been supported by the required majority of votes.

Stellenbosch  
15 December 2015

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Joint Financial Adviser and JSE Sponsor to Mediclinic  
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The business combination referred to in this announcement is to be made for the securities of Mediclinic, a South African company, by means of the Combination. Information distributed in connection with the Combination is subject to disclosure requirements of the United Kingdom and South Africa that are different from those of the United States. Financial information disclosed in connection with the Combination that has been prepared in accordance with IFRS may not be comparable to the financial statements and financial information of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under US federal securities laws, since Al Noor is located in the United Kingdom, and some of its officers and directors are residents of countries outside the United States. You may not be able to sue a UK company or its officers or directors in an English court for violations of US securities laws. It may be difficult to compel a UK company and its affiliates to subject themselves to a US court's judgement.

You should be aware that Al Noor may purchase securities otherwise than under the Combination, such as in open market or privately negotiated purchases.

The New Al Noor Shares have not been and will not be listed on a US securities exchange or quoted on any interdealer quotation system in the United States. Al Noor does not intend to take any action to facilitate a market in the New Al Noor Shares in the United States. Consequently, it is unlikely that an active trading market in the United States will develop for the New Al Noor Shares.

The New Al Noor Shares have not been approved or disapproved by the United States Securities and Exchange Commission, any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed comment upon, or endorsed the merit of, the Scheme or the accuracy or the adequacy of this announcement or the Scheme Circular. Any representation to the contrary is a criminal offence in the United States.

Mediclinic shareholders who are affiliates of Al Noor after the Combination will be subject to timing, manner of sale and volume restrictions on the sale of New Al Noor Shares received pursuant to the Combination under Rule 144 under the Securities Act. For the purposes of the Securities Act, an "affiliate" of a company is any person that directly or indirectly controls, or is controlled by, or is under common control with, the company. Holders of Mediclinic Shares that constitute "restricted securities" for purposes of Rule 144 under the Securities Act will receive New Al Noor Shares that also constitute restricted securities and will not be permitted to offer or resell in the United States the New Al Noor Shares they receive without registering that offer or sale under the Securities Act or conducting that offer or resale in reliance on an exemption from registration. The Securities Act would not generally restrict sale of New Al Noor Shares on the London Stock Exchange, provided that the sale had not been pre-arranged with a buyer in the United States. Shareholders who believe they may be affiliates for the purposes of the Securities Act should consult their own legal advisers.

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