

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**4 AUGUST 2022**

**RECOMMENDED CASH ACQUISITION**

of

**Mediclinic International plc ("Mediclinic")**

by

**Manta Bidco Limited ("Bidco")**

**(a newly formed company owned by joint offerors: (i) Remgro Limited ("Remgro") (through the Relevant Remgro Subsidiaries); and (ii) SAS Shipping Agencies Services S.à r.l. ("SAS"), a wholly owned subsidiary of MSC Mediterranean Shipping Company SA ("MSC") (together, the "Consortium") to be effected by means of a Scheme of Arrangement under Part 26 of the Companies Act**

**Summary**

- The boards of Bidco, Remgro, SAS and Mediclinic (excluding the Remgro representative) are pleased to announce that they have reached agreement on the terms of a recommended cash offer to be made by Bidco to acquire the entire issued and to be issued ordinary share capital of Mediclinic, other than the 328,497,888 Mediclinic Shares already owned by the Relevant Remgro Subsidiaries (representing approximately 44.56 per cent. of Mediclinic's issued ordinary share capital as at 2 August 2022, being the latest practicable date prior to the date of this announcement). The Acquisition is to be effected by means of a Scheme of Arrangement under Part 26 of the Companies Act.
- The Acquisition values the entire issued and to be issued ordinary share capital of Mediclinic at approximately £3.7 billion and an implied enterprise value of approximately £6.1 billion.
- Under the terms of the Acquisition, Scheme Shareholders shall be entitled to receive 504 pence in cash for each Mediclinic Share held (the "**Acquisition Price**"), representing:
  - a premium of approximately 50 per cent. to the volume-weighted average price per Mediclinic Share of 337 pence for the 6 months to 25 May 2022 (being the day prior to the date on which the Initial Proposal was made);
  - a premium of approximately 35 per cent. to the Closing Price per Mediclinic Share of 373 pence on 25 May 2022 (being the day prior to the date on which the Initial Proposal was made);
  - a premium of approximately 23 per cent. to the Closing Price per Mediclinic Share of 411 pence on 7 June 2022 (being the day prior to the market speculation of an approach); and
  - an implied enterprise value multiple of approximately 11.2 times Mediclinic's reported adjusted EBITDA of £522 million for the year ended 31 March 2022.
- Mediclinic Shareholders shall be entitled to receive the final dividend of 3 pence per Mediclinic Share declared by Mediclinic on 25 May 2022 and approved at the Mediclinic Annual General Meeting on 28 July 2022 (the "**Agreed Dividend**"). Following the Agreed Dividend record date (which is currently expected to be 5 August 2022) the Acquisition Price shall be reduced by the amount of the Agreed Dividend, in which case any references to the Acquisition Price will be deemed to be a reference to the Acquisition Price as so reduced and eligible Mediclinic Shareholders will be entitled to retain the Agreed Dividend when paid (which is currently expected to be on 26 August 2022).
- If, on or after the date of this announcement and on or prior to the Effective Date, any dividend,

distribution, or other return of value (other than the Agreed Dividend) is declared, made, or paid or becomes payable by Mediclinic, Bidco reserves the right to reduce the Acquisition Price by an amount up to the amount of such dividend, distribution or other return of value in which case any references to the Acquisition Price will be deemed to be a reference to the Acquisition Price as so reduced. In such circumstances, eligible Mediclinic Shareholders shall be entitled to retain any such dividend, distribution, or other return of value declared, made, or paid.

#### **The Consortium**

- Remgro is a diversified investment holding company listed on the Johannesburg Stock Exchange, and holds investments in the healthcare, consumer products, financial services, infrastructure, industrial and media industries. SAS is an indirect, wholly owned subsidiary of MSC. The MSC group is a global business engaged in the shipping, terminals, logistics and cruises sector.
- Remgro (indirectly via the Relevant Remgro Subsidiaries) and SAS will each own 50 per cent. of Bidco following completion of the Acquisition.

#### **Mediclinic Recommendation**

- The Independent Mediclinic Directors, who have been so advised by Morgan Stanley and UBS as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing their advice to the Independent Mediclinic Directors, Morgan Stanley and UBS have taken into account the commercial assessments of the Independent Mediclinic Directors.
- Accordingly, the Independent Mediclinic Directors intend to recommend unanimously that Scheme Shareholders vote in favour of the Scheme at the Court Meeting and the Mediclinic Shareholders vote in favour of the resolutions to be proposed at the General Meeting as the Independent Mediclinic Directors have irrevocably undertaken to do in respect of their own beneficial holdings of 300,030 Mediclinic Shares representing, in aggregate, approximately 0.041 per cent. of the ordinary share capital of Mediclinic in issue, and 0.073 per cent. of the Scheme Shares eligible to vote at the Court Meeting, in each case on 2 August 2022 (being the latest practicable date prior to this announcement).

#### **Timetable and Conditions**

- It is intended that the Acquisition will be implemented by way of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act and that the Acquisition be put to Scheme Shareholders for approval at the Court Meeting and to the Mediclinic Shareholders at the General Meeting, although Bidco reserves the right to elect (with the consent of the Panel, and subject to the terms of the Co-operation Agreement) to implement the Acquisition by way of a Takeover Offer. In order to become Effective, the Scheme must be approved by a majority in number of the Scheme Shareholders voting at the Court Meeting, either in person or by proxy, representing at least 75 per cent. in value of the Scheme Shares voted. In addition, a special resolution implementing the Scheme must be passed by Mediclinic Shareholders representing at least 75 per cent. of votes cast at the General Meeting.
- The 328,497,888 Mediclinic Shares owned by the Relevant Remgro Subsidiaries as at 2 August 2022 (being the latest practicable date prior to this announcement) will not be Scheme Shares and will not be acquired by Bidco pursuant to the Acquisition, but will be acquired by Bidco pursuant to the Subscription and Rollover Agreement. The Relevant Remgro Subsidiaries will not be permitted to vote such Mediclinic Shares at the Court Meeting, but will be permitted to vote such Mediclinic Shares at the General Meeting.
- The Acquisition is conditional on, amongst other things, the approval of Mediclinic Shareholders, approvals under the respective merger control regimes in South Africa, Namibia, Switzerland and Cyprus, and approval by the Financial Surveillance Department of the South African Reserve Bank, as set out in further detail in Appendix I to this announcement. It is expected that the Scheme will become Effective in Q1 2023 and following this Mediclinic will be delisted from the London Stock Exchange, Johannesburg Stock Exchange and the Namibian Stock Exchange.
- Mediclinic Shareholders on the South African and Namibian registers of Mediclinic will, as required, receive the consideration due to them under the terms of the Acquisition in South African Rand. The Scheme Document will include further details in relation to this currency exchange. For the avoidance of doubt, the Agreed Dividend and any other dividends, distributions, or other return of value to be paid by Mediclinic to Mediclinic Shareholders on the South African and Namibian registers will be in South African Rand.
- It is expected that the Scheme Document, containing further information about the Acquisition (including an expected timetable of key events) and notices of the Court Meeting and the General Meeting, together with the Forms of Proxy, shall be published as soon as practicable and, in any event, within 28 days of this announcement.

Commenting on the Acquisition, Dame Inga Beale, Chair of Mediclinic, said:

*"The recommended offer represents a near-term value realisation for Mediclinic shareholders at an attractive premium.*

*Over 39 years, Mediclinic has developed into the leading international healthcare services group it is today. During this time, Remgro has remained a supportive long-term shareholder. Together with SAS, the Consortium's*

resources will put Mediclinic in a strong position to continue to serve patients through our broad range of high-quality healthcare services."

Commenting on the Acquisition, Jannie Durand, CEO of Remgro said:

*"I am delighted that Remgro is participating in this transaction, which is fully aligned with our strategy of prioritising our ownership of structurally attractive, unlisted assets. Since its founding, Remgro has been a long-standing and supportive shareholder of Mediclinic. We are proud of what the business has achieved over that period and look forward to continuing our support, alongside our partner SAS, as the business transitions to the next phase of its evolution under stable, long-term ownership. Under the stewardship of the Consortium, Mediclinic will be well-positioned to execute on its strategy and undertake the investment required to realise the full potential of the business."*

Commenting on the Acquisition, Diego Aponte, Group President of MSC, said:

*"We are delighted to be partnering with Remgro on the acquisition of Mediclinic, a business we have great admiration for. MSC is very well placed to provide long-term capital, as well as our insight and experience from operating a global business, in order to support the strategic ambitions of the Mediclinic management team. We believe that, alongside Remgro, our ownership will provide Mediclinic with significant resources to the benefit of all of Mediclinic's stakeholders, including in particular its patients, employees, doctors and host governments."*

***This summary should be read in conjunction with the full text of this announcement (including its Appendices). The Acquisition shall be subject to the Conditions and further terms set out in Appendix I to this announcement and to the full terms and conditions which shall be set out in the Scheme Document. Appendix II to this announcement contains the sources of information and bases of calculations of certain information contained in this announcement, Appendix III contains a summary of the irrevocable undertakings received in relation to the Acquisition and Appendix IV contains definitions of certain expressions used in this summary and in this announcement.***

The person responsible for arranging the release of this announcement on behalf of Mediclinic is Gert Hattingh, Group Chief Governance Officer.

#### **Enquiries:**

##### **Remgro**

Lwanda Zingitwa (Head of Investor Relations) +27 21 888 3000

##### **MSC / SAS**

Giles Broom +41 22 703 9886

##### **Nomura International plc (Lead Financial Adviser to the Consortium)**

Adrian Fisk +44 (0)20 7102 1000  
Ben Lowther  
Oliver Donaldson

##### **M&M Capital (Financial Adviser to the Consortium)**

Ruggero Magnoni +39 335 422070  
Thomas Marsoner +44 (0)20 7603 2100

##### **Centerview Partners UK LLP (Financial Adviser to Remgro)**

Hadleigh Beals +44 (0)20 7409 9700  
Alexander Elias  
Alexander Gill

##### **Credit Suisse (Financial Adviser to MSC)**

Jens Haas +44 (0)20 7888 8888  
Ben Deary  
Brice Bolinger

##### **Teneo (PR Adviser to the Consortium)**

Doug Campbell (UK) +44 7753 136628  
Rob Yates (UK) +44 7715 375443  
Robyn Chalmers (South Africa) +27 (83) 307 6834

##### **Mediclinic**

James Arnold (Head of Investor Relations) +44 (0)20 3786 8181

**Morgan Stanley (Financial Adviser to Mediclinic)**

Matthew Jarman +44 (0)20 7425 8000  
Tom Perry  
Anthony Zammit  
Obaid Mufti  
Bhavneet Alg

**UBS (Financial Adviser to Mediclinic)**

David James +44 (0)20 7567 8000  
Thomas Raynsford  
Martin Henrichs  
Aadhar Patel

**The Standard Bank of South Africa Limited (South African Financial Adviser and Transaction Sponsor to Mediclinic)**

Grant Tidbury +27 (11) 721 7000  
Bryan Antolik  
Natalie Di-Sante

**FTI Consulting (PR Adviser to Mediclinic)**

Ben Atwell / Ciara Martin (UK) +44 (0)20 3727 1000  
Sherryn Schooling (South Africa) +27 (0)21 487 9000

Linklaters LLP and Webber Wentzel are retained as legal advisers to Remgro and the Consortium. Freshfields Bruckhaus Deringer LLP and Bowmans are retained as legal advisers to MSC. Slaughter and May and Cliffe Dekker Hofmeyr Incorporated are retained as legal advisers to Mediclinic.

**Important Notices**

*Nomura International plc which is authorised by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively as financial adviser to Bidco and no one else in connection with the Acquisition and Nomura, its affiliates and its respective officers, employees, agents, representatives and/or associates will not regard any other person as their client, nor will they be responsible to anyone other than Bidco for providing the protections afforded to clients of Nomura nor for providing advice in connection with the Acquisition or any matter or arrangement referred to herein.*

*M&M Capital Ltd, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively as financial adviser to Bidco and no one else in connection with the Acquisition and is not, and will not be, responsible to anyone other than Bidco for providing the protections afforded to clients of M&M Capital Ltd or for providing advice in connection with the subject matter of the Acquisition or any matter or arrangement referred to herein.*

*Centerview Partners UK LLP ("Centerview"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively as financial adviser to Remgro and no one else in connection with the Acquisition and will not be responsible to anyone other than Remgro for providing the protections afforded to clients of Centerview nor for providing advice in connection with the Acquisition or any matter or arrangement referred to herein. Neither Centerview nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Centerview in connection with the Acquisition, any statement contained herein or otherwise.*

*Credit Suisse International, which is authorised by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively as financial adviser to MSC and no one else in connection with the Acquisition and will not be responsible to anyone other than MSC for providing the protections afforded to clients of Credit Suisse, nor for providing advice in relation to the content of this announcement or any matter referred to herein. Neither Credit Suisse nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Credit Suisse in connection with the Acquisition, any statement contained herein or otherwise.*

*Morgan Stanley & Co. International plc ("Morgan Stanley") which is authorised by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively as financial adviser to Mediclinic and no one else in connection with the Acquisition and*

*Morgan Stanley, its affiliates and its respective officers, employees, agents, representatives and/or associates will not regard any other person as their client, nor will they be responsible to anyone other than Mediclinic for providing the protections afforded to clients of Morgan Stanley nor for providing advice in connection with the Acquisition or any matter or arrangement referred to herein.*

*UBS AG London Branch ("**UBS**" or "**UBS Investment Bank**") is authorised and regulated by the Financial Market Supervisory Authority in Switzerland. It is authorised by the Prudential Regulation Authority and subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority in the United Kingdom. UBS is acting as financial adviser and corporate broker to Mediclinic and no one else in connection with the matters set out in this announcement. In connection with such matters, UBS, its affiliates, and its or their respective directors, officers, employees and agents will not regard any other person as its client, nor will it be responsible to any other person for providing the protections afforded to its clients or for providing advice in relation to the contents of this announcement or any other matter referred to herein.*

*The Standard Bank of South Africa Limited ("**Standard Bank**"), which is regulated by the Prudential Authority of the South African Reserve Bank and is an Authorised Financial Services Provider and Credit Provider, and is acting exclusively as financial adviser to Mediclinic and no one else in connection with the Acquisition and Standard Bank, its affiliates and its respective officers, employees, agents, representatives and/or associates will not regard any other person as their client, nor will they be responsible to anyone other than Mediclinic for providing the protections afforded to clients of Standard Bank nor for providing advice in connection with the Acquisition or any matter or arrangement referred to herein.*

*This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for or otherwise acquire any securities or the solicitation of an offer to buy any securities, pursuant to the Acquisition or otherwise.*

*The Acquisition shall be made solely by means of the Scheme Document which, together with the Forms of Proxy, shall contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any decision in respect of, or other response to, the Acquisition should be made only on the basis of the information in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the Takeover Offer document).*

*This announcement has been prepared for the purpose of complying with English and Welsh law and the Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.*

*Mediclinic shall prepare the Scheme Document to be distributed to Mediclinic Shareholders. Mediclinic and Bidco urge Mediclinic Shareholders to read the Scheme Document when it becomes available because it shall contain important information relating to the Acquisition.*

*This announcement does not constitute a prospectus or prospectus exempted document.*

### **Overseas Shareholders**

*The release, publication or distribution of this announcement in or into certain jurisdictions other than the United Kingdom may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions and/or requirements by any person.*

*Unless otherwise determined by Bidco or required by the Code, and permitted by applicable law and regulation, the Acquisition shall not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.*

*The availability of the Acquisition to Mediclinic Shareholders who are not resident in the United Kingdom may be affected by the laws or regulatory requirements of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.*

*The Acquisition shall be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange, the Johannesburg Stock Exchange, the Namibian Stock Exchange and the Financial Conduct Authority.*

*The information contained in this announcement constitutes factual information as contemplated in section 1(3)(a) of the FAIS Act and should not be construed as express or implied advice, a recommendation, guide or proposal that any particular transaction in respect of the Acquisition, is appropriate to the particular investment objectives, financial situations or needs of a shareholder or offeree, and nothing in this announcement should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa. Neither Mediclinic nor Bidco are financial services providers licensed as such under the FAIS Act.*

Nothing in this announcement should be viewed, or construed, as "advice", as that term is used in the Financial Markets Act.

#### **Additional information for US investors**

The Acquisition relates to shares of a UK company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act.

Accordingly, the Acquisition is subject to the disclosure and procedural requirements applicable in the United Kingdom to schemes of arrangement which differ from the disclosure requirements of United States tender offer and proxy solicitation rules.

However, if Bidco were to elect to implement the Acquisition by means of a Takeover Offer, such Takeover Offer shall be made in compliance with all applicable United States laws and regulations, including any applicable exemptions under the US Exchange Act. Such a takeover would be made in the United States by Bidco and no one else.

In accordance with normal United Kingdom practice, Bidco or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of Mediclinic outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes Effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements to purchase shall be disclosed as required in the UK, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at <https://www.londonstockexchange.com/>, the Stock Exchange News Service of the Johannesburg Stock Exchange (SENS) and the Securities Exchange News Service of the Namibian Stock Exchange.

To the extent they are uncertain as to their position, each Mediclinic Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to them, including under applicable United States state and local, as well as overseas and other, tax laws. The receipt of consideration pursuant to the Scheme by a US shareholder may be a taxable transaction for US federal income tax purposes and under applicable state and local, as well as foreign and other tax laws.

Financial information relating to Mediclinic included in this announcement and the Scheme Document has been or shall have been prepared in accordance with accounting standards applicable in the United Kingdom and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

Bidco and Mediclinic are organised under the laws of England and Wales. Some or all of the officers and directors of Bidco and Mediclinic, respectively, are residents of countries other than the United States. In addition, most of the assets of Bidco and Mediclinic are located outside the United States. As a result, it may be difficult for US shareholders of Mediclinic to effect service of process within the United States upon Bidco or Mediclinic or their respective officers or directors or to enforce against them a judgment of a US court predicated upon the federal or state securities laws of the United Kingdom.

#### **Forward Looking Statements**

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition, and other information published by Mediclinic, Bidco or any member of the Wider Bidco Group contain statements which are, or may be deemed to be, "forward looking statements". Such forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which Bidco or any member of the Enlarged Group shall operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements.

The forward looking statements contained in this announcement relate to Bidco, any member of the Wider Bidco Group or the Enlarged Group's future prospects, developments and business strategies, the expected timing and scope of the Acquisition and other statements other than historical facts. In some cases, these forward looking statements can be identified by the use of forward looking terminology, including the terms "believes", "estimates", "will look to", "would look to", "plans", "prepares", "anticipates", "expects", "is expected to", "is subject to", "budget", "scheduled", "forecasts", "synergy", "strategy", "goal", "cost-saving", "projects" "intends", "may", "will", "shall" or "should" or their negatives or other variations or comparable terminology. Forward looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Bidco's, any member of the Wider Bidco Group's or Mediclinic's operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Bidco's, any member of the Wider Bidco Group's or Mediclinic's business.

By their nature, forward looking statements involve risk and uncertainty because they relate to events and depend on circumstances that shall occur in the future. These events and circumstances include, but are not limited to, uncertainties involved in the integration of acquisitions or new developments, changes in legislation or the regulatory regime governing healthcare in Switzerland, South Africa, Namibia and the United Arab Emirates, poor performance by healthcare practitioners who practise in the Mediclinic Group's facilities, unexpected regulatory actions or suspensions, competition in general, the Mediclinic Group's ability to obtain or maintain accreditation or

approval for its facilities or service lines, changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates, future business combinations or disposals, the impact of tax and other legislation or regulations in the jurisdictions in which the Mediclinic Group operates, and any epidemic, pandemic or disease outbreak. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions prove incorrect, actual results may differ materially from those expected, estimated or projected. Such forward looking statements should therefore be construed in the light of such factors.

Neither Mediclinic nor Bidco, nor any member of the Wider Bidco Group or the Mediclinic Group, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this announcement shall actually occur. Given these risks and uncertainties, potential investors should not place any reliance on forward looking statements.

Specifically, statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature involve risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. As a result, and given the fact that the changes relate to the future, the resulting cost synergies may be materially greater or less than those estimated.

The forward looking statements speak only at the date of this announcement. All subsequent oral or written forward looking statements attributable to any member of the Wider Bidco Group or the Mediclinic Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.

Mediclinic, Bidco and the Wider Bidco Group expressly disclaim any obligation to update such statements other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

#### **No profit forecasts or estimates or quantified benefits statements**

Save for the FY23 Guidance (as set out in Appendix V to this announcement and which is classed as a profit forecast for the purposes of the Code), no statement in this announcement is intended as a profit forecast, profit estimate or quantified benefits statement by Mediclinic for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for Bidco or Mediclinic, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Bidco or Mediclinic, as appropriate.

#### **Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the Offer Period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they shall be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at <https://www.thetakeoverpanel.org.uk/>, including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

### **Electronic communications**

Please be aware that addresses, electronic addresses and certain information provided by Mediclinic Shareholders, persons with information rights and other relevant persons for the receipt of communications from Mediclinic may be provided to Bidco during the Offer Period as requested under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.

### **Publication on website and availability of hard copies**

A copy of this announcement shall be made available subject to certain restrictions relating to persons resident in Restricted Jurisdictions on the websites of Remgro, MSC and Mediclinic at [www.remgro.com](http://www.remgro.com), [www.msc.com](http://www.msc.com) and <https://investor.mediclinic.com/regulatory-news/offer-mediclinic-international-plc> respectively by no later than 12 noon (London time) on 5 August 2022. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this announcement.

You may request a hard copy of this announcement by contacting Computershare Investor Services PLC in the United Kingdom at [WebCorres@computershare.co.uk](mailto:WebCorres@computershare.co.uk) or The Pavilions, Bridgwater Road, Bristol, BS13 8AE, United Kingdom, or by calling 0370 703 6022 if dialling from the UK and +44 370 703 6022 if dialling from abroad, or Mediclinic Corporate Office, 25 Du Toit Street, Stellenbosch, 7599 in South Africa at [info@mediclinic.com](mailto:info@mediclinic.com) or by calling +27 21 809 6500 during normal business hours. You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.

### **Rounding**

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

4 August 2022

**RECOMMENDED CASH ACQUISITION**

of

**Mediclinic International plc ("Mediclinic")**

by

**Manta Bidco Limited ("Bidco")**

**(a newly formed company owned by joint offerors (i) Remgro Limited ("Remgro") (through the Relevant Remgro Subsidiaries) and (ii) SAS Shipping Agencies Services S.à r.l. ("SAS"), a wholly owned subsidiary of MSC Mediterranean Shipping Company SA ("MSC") (together, the "Consortium") to be effected by means of a Scheme of Arrangement under Part 26 of the Companies Act**

**1 Introduction**

The boards of Bidco, Remgro, SAS and Mediclinic (excluding the Remgro representative) are pleased to announce that they have reached agreement on the terms of a recommended cash offer by Bidco to acquire the entire issued and to be issued ordinary share capital of Mediclinic, other than the 328,497,888 Mediclinic Shares already owned by the Relevant Remgro Subsidiaries (representing approximately 44.56 per cent. of Mediclinic's issued ordinary share capital as at 2 August 2022, being the latest practicable date prior to the date of this announcement). The Acquisition is to be effected by means of a Scheme of Arrangement under Part 26 of the Companies Act.

**2 The Acquisition**

Under the terms of the Acquisition, which shall be subject to the Conditions and further terms set out in Appendix I to this announcement and to be set out in the Scheme Document, Scheme Shareholders at the Scheme Record Time shall be entitled to receive:

**for each Mediclinic Share 504 pence in cash (the "Acquisition Price").**

The Acquisition values the entire issued and to be issued ordinary share capital of Mediclinic at approximately £3.7 billion and an implied enterprise value of approximately £6.1 billion, and represents:

- a premium of approximately 50 per cent. to the volume-weighted average price per Mediclinic Share of 337 pence for the 6 months to 25 May 2022 (being the day prior to the date on which the Initial Proposal was made);
- a premium of approximately 35 per cent. to the Closing Price per Mediclinic Share of 373 pence on 25 May 2022 (being the day prior to the date on which the Initial Proposal was made);
- a premium of approximately 23 per cent. to the Closing Price per Mediclinic Share of 411 pence on 7 June 2022 (being the day prior to the market speculation of an approach); and
- an implied enterprise value multiple of approximately 11.2 times Mediclinic's reported adjusted EBITDA of £522 million for the year ended 31 March 2022.

Mediclinic Shareholders shall be entitled to receive the final dividend of 3 pence per Mediclinic Share declared by Mediclinic on 25 May 2022 and approved at the Mediclinic Annual General Meeting on 28 July 2022 (the "**Agreed Dividend**"). Following the Agreed Dividend record date (which is currently expected to be 5 August 2022), the Acquisition Price shall be reduced by the amount of the Agreed Dividend, in which case any references to the Acquisition Price will be deemed to be a reference to the Acquisition Price as so reduced and eligible Mediclinic Shareholders will be entitled to retain the Agreed Dividend when paid (which is currently expected to be on 26 August 2022).

If, on or after the date of this announcement and on or prior to the Effective Date, any dividend, distribution, or other return of value (other than the Agreed Dividend) is declared, made, or paid or becomes payable by Mediclinic, Bidco reserves the right to reduce the Acquisition Price by an amount up to the amount of such dividend, distribution or other return of value in which case any references to the Acquisition Price will be deemed to be a reference to the Acquisition Price as so reduced. In such circumstances, eligible Mediclinic Shareholders shall be entitled to retain any such dividend, distribution, or other return of value declared, made, or paid.

Mediclinic Shareholders on the South African and Namibian registers of Mediclinic will, as required, receive the consideration due to them under the terms of the Acquisition in South African Rand. The Scheme

Document will include further details in relation to this currency exchange. For the avoidance of doubt, the Agreed Dividend and any other dividends to be paid by Mediclinic to Mediclinic Shareholders on the South African and Namibian registers will be in South African Rand.

It is expected that the Scheme Document shall be published as soon as practicable and, in any event, within 28 days of this announcement, that the Court Meeting and the General Meeting shall be held towards the end of September or in early October 2022, that the Scheme shall become Effective in Q1 2023, and that following this Mediclinic will be delisted from the London Stock Exchange, Johannesburg Stock Exchange and the Namibian Stock Exchange.

### **3 Background to and reasons for the Acquisition**

Mediclinic was founded by the Remgro group in South Africa. It commissioned Dr Edwin Hertzog to undertake a feasibility study on private hospital provision in the Western Cape. His conclusive research resulted in the formation of Mediclinic in 1983. Dr Hertzog led Mediclinic for 37 years until 2020, when he stepped down as non-executive chairman. Today the Group operates 74 hospitals, five sub-acute hospitals, two mental health facilities, 20 day case clinics and 22 outpatient clinics in South Africa, Namibia, Switzerland and the Middle East, as further described in paragraph 7 (Information on Mediclinic). In addition, the Group holds a 29.7 per cent. interest in Spire Healthcare Group plc, a leading private healthcare group based in the UK and listed on the London Stock Exchange. Remgro has been a longstanding and supportive shareholder in Mediclinic's 39 year history, which includes its geographic expansion into Switzerland and the Middle East, and this support has been instrumental to the success of the business.

Remgro is an investment holding company, listed on the Johannesburg Stock Exchange, which was originally established in the 1940's by the late Dr. AE Rupert. Under the guidance of the Rupert family, its investment portfolio has evolved substantially over time and today includes investments across various industries. Its investments are mainly in the healthcare, consumer products, financial services, infrastructure, industrial and media industries. During its history, Remgro has forged many strategic partnerships to drive superior returns for its shareholders through sustainable dividends and capital growth. Remgro has high regard for Mediclinic's management and operations and wishes to support the Company's long-term growth ambition to further develop existing operations and expand into new geographies. Remgro believes evolution in Mediclinic's ownership structure towards a long-term, sustainable construct, alongside a closely aligned partner, will be critical in realising the Company's full potential.

During the last 50 years, the Aponte family has built the MSC group into a global business focused on the maritime transport, logistics and cruise industries. Today, MSC is a leading shipping and private cruise business and employs more than 100,000 employees. MSC is headquartered in Switzerland and has operations in 155 countries, including a strong presence across Africa and the Middle East.

Remgro and MSC are strongly aligned in their common desire to invest for the long-term in the private healthcare sector and the Consortium members also share a deep appreciation for the importance of access to high quality healthcare and the corresponding positive societal impact.

The Consortium believes that significant, long-term investment is required to realise the potential of Mediclinic's network of hospitals, clinics and other facilities, and to drive continued growth for the benefit of all stakeholders across the continuum of care. Furthermore, the Consortium believes that private ownership will better enable the management team to focus on and execute their strategic vision for the business, supported by a well-capitalised and closely aligned shareholder group, away from the requirements of the public markets, particularly in light of operating, regulatory and macro-economic uncertainty. Private ownership will better support Mediclinic by providing greater flexibility to capitalise on growth opportunities in existing and new markets, in a more agile manner.

Remgro recognises the significant benefits of a partner with a shared long-term investment horizon, with the financial resources available to support the ongoing investment in the business to maintain its leading market positions. MSC, in its position as a leading container shipping company and private cruise operator, brings extensive experience in operating a global business and the Consortium believes Mediclinic will be able to leverage both Consortium partners' expertise as it seeks to continue to grow and expand its geographical footprint. Remgro and MSC therefore believe that private ownership, under the Consortium's stewardship, will significantly benefit all stakeholders, including Mediclinic's patients, employees, doctors, host governments and wider Southern African, Swiss and Middle Eastern stakeholders.

### **4 Recommendation**

The Independent Mediclinic Directors, who have been so advised by Morgan Stanley and UBS as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing their advice to the Independent Mediclinic Directors, Morgan Stanley and UBS have taken into account the commercial assessments of the Independent Mediclinic Directors.

Accordingly, the Independent Mediclinic Directors intend to recommend unanimously that Scheme Shareholders vote in favour of the Scheme at the Court Meeting and that Mediclinic Shareholders vote in favour of the resolutions to be proposed at the General Meeting as the Independent Mediclinic Directors have irrevocably undertaken to do in respect of their own beneficial holdings of 300,030 Mediclinic Shares representing, in aggregate, approximately 0.041 per cent. of the ordinary share capital of Mediclinic in

issue, and 0.073 per cent. of the Scheme Shares eligible to vote at the Court Meeting, in each case on 2 August 2022 (being the latest practicable date prior to this announcement).

Further details of these irrevocable undertakings are set out in Appendix III to this announcement.

## 5 Background to and reasons for the recommendation

The Independent Mediclinic Directors are confident in the long-term prospects for Mediclinic and believe that its strategy positions Mediclinic well for future growth in existing and new markets. Mediclinic has continued to successfully execute the Group's strategy to position itself as an integrated healthcare partner, harnessing data, technology and innovation to facilitate growth across the continuum of care.

Mediclinic's 2022 Full-Year Results demonstrated improved financial performance, driven by increased client activity as disruption from the pandemic receded. Mediclinic's share price has performed strongly, with an increase of 21 per cent. over the 12 months prior to the Initial Proposal. The Independent Mediclinic Directors have therefore considered the future of the Group and the Acquisition in light of a well-positioned business with a clear strategic direction.

As announced in Mediclinic's AGM statement and trading update on 28 July 2022, during the first quarter of FY23, the Group observed relatively low COVID-19 hospital admissions, with patient mix continuing to normalise towards pre-pandemic levels. With pre-pandemic seasonality returning, patient volumes were impacted in the quarter due to patients and staff contracting COVID-19. Notwithstanding the increased macro uncertainty since the announcement of Mediclinic's 2022 Full-Year Results, guidance for FY23 (as set out in Appendix V to this announcement) remains unchanged.

On 26 May 2022, the Consortium approached the Independent Non-Executive Chair of Mediclinic with an unsolicited and conditional Initial Proposal to acquire the entire issued and to be issued ordinary share capital of Mediclinic not already owned by the Relevant Remgro Subsidiaries at 463 pence per Mediclinic Share (including the Agreed Dividend). The Independent Mediclinic Directors evaluated the Initial Proposal, and after taking financial advice, concluded that it failed to reflect the fair value of Mediclinic and its future prospects and rejected the Initial Proposal.

As announced on 7 July 2022, following the response to the Initial Proposal, the Consortium submitted three further proposals regarding the possible all cash offer for Mediclinic. As described in the announcement, the Independent Mediclinic Directors rejected the first two of the three further proposals. The third of the further proposals valued the Mediclinic Shares at the same price as the Acquisition Price. The Acquisition Price of 504 pence per Mediclinic Share (including the Agreed Dividend) represents a 9 per cent. increase from the Initial Proposal.

Following careful consideration of the Group's value against the improved price proposed by the Consortium, the Independent Mediclinic Directors concluded that the terms of the Acquisition fairly reflect the strength of Mediclinic's business and its future prospects and risks. The Independent Mediclinic Directors, whilst confident in Mediclinic's future prospects and growth outlook, have also noted the increased uncertainty in the broader macroeconomic environment which gives rise to potential headwinds, in particular as the Group seeks to manage its operating costs.

The Acquisition provides Mediclinic Shareholders the opportunity to crystallise the value of their holdings today, as well as realise in cash, possible future value creation through the significant premium to the undisturbed share price.

Specifically, the Acquisition represents:

- a premium of approximately 50 per cent. to the volume-weighted average price per Mediclinic Share of 337 pence for the 6 months to 25 May 2022 (being the day prior to the date on which the Initial Proposal was made); and
- a premium of approximately 35 per cent. to the price per Mediclinic Share of 373 pence on 25 May 2022 (being the day prior to the date on which the Initial Proposal was made).

The Independent Mediclinic Directors note Remgro's track record of being a longstanding and supportive shareholder in the Group, as well as the significant resources and global connectivity that a partnership with MSC provides. The Independent Mediclinic Directors have also considered the Consortium's other stated intentions for the business, management, employees, pension schemes and other stakeholders of Mediclinic, and note in particular the high regard attached by the Consortium to the quality of the Group's management and what has been achieved by Mediclinic in recent years.

The Independent Mediclinic Directors are confident that the Consortium is well positioned to support Mediclinic's strategy.

Accordingly, following careful consideration of the above factors, the Independent Mediclinic Directors intend to unanimously recommend the Acquisition to Mediclinic Shareholders.

## 6 Information on Bidco, Remgro and SAS

*Bidco*

Remgro (acting through the Relevant Remgro Subsidiaries) and MSC (acting through its wholly-owned

subsidiary SAS Shipping Agencies Services S.à r.l.) are joint offerors with respect to the Acquisition.

Following completion of the Acquisition, Bidco will be owned in the following proportions: (i) the Relevant Remgro Subsidiaries will, in aggregate, own 50 per cent. of Bidco and (ii) SAS will own 50 per cent. of Bidco.

Bidco has not traded since incorporation, nor has it entered into any obligations, other than in connection with the offer and financing of the Acquisition.

The current directors of Bidco are Jannie Durand (with Stefan Crouse appointed as his alternate) and Hugues Favard. Further details in relation to Bidco will be contained in the Scheme Document.

#### *Remgro*

Remgro is a diversified investment holding company listed on the Johannesburg Stock Exchange. Remgro was established in the 1940s by the late Dr AE Rupert, and now holds investments in the healthcare, consumer products, financial services, infrastructure, industrial and media industries. The Relevant Remgro Subsidiaries, being wholly-owned subsidiaries of Remgro, currently hold 328,497,888 Mediclinic Shares (representing approximately 44.56 per cent. of Mediclinic's issued ordinary share capital as at 2 August 2022, being the latest practicable date prior to the date of this announcement).

#### SAS

SAS is a private limited company registered in Luxembourg and is an indirect, wholly owned subsidiary of MSC. SAS holds the MSC group's agencies network, container terminals and logistics businesses. As at and for the financial year ended 31 December 2021, SAS and its subsidiaries reported revenue of USD7.3 billion on a consolidated basis.

The MSC group is a global business engaged in the shipping, terminals, logistics and cruises sector. Present in 155 countries, the MSC group facilitates international trade between the world's major economies, and among emerging markets across all continents. Founded in 1970 and headquartered in Geneva, Switzerland, since 1978, MSC is a privately-owned organisation controlled by the Aponte Family.

## **7 Information on Mediclinic**

Mediclinic is a diversified international private healthcare services group, established in South Africa in 1983, with divisions in Switzerland, Southern Africa (South Africa and Namibia) and the Middle East.

At 31 March 2022, Mediclinic comprised 74 hospitals, five subacute hospitals, two mental health facilities, 20 day case clinics and 22 outpatient clinics. The Swiss operations included 17 hospitals and four day case clinics with around 1,900 inpatient beds; Southern Africa operations included 50 hospitals (three of which in Namibia), five subacute hospitals, two mental health facilities and 14 day case clinics (four of which operated by Intercare) across South Africa, and around 8,650 inpatient beds; and the Middle East operations included seven hospitals, two day case clinics and 22 outpatient clinics with around 1,000 inpatient beds in the UAE. In addition, under management contract the Middle East will open a 200-bed hospital in the Kingdom of Saudi Arabia in 2023.

Mediclinic also holds a 29.7 per cent. interest in Spire Healthcare Group plc, a leading private healthcare group based in the United Kingdom and listed on the London Stock Exchange.

Mediclinic's primary listing is on the London Stock Exchange, with secondary listings on the Johannesburg Stock Exchange and the Namibian Stock Exchange.

## **8 Directors, management, employees, research and development and locations**

### **Strategic plans for the Mediclinic business**

As set out in paragraph 3 (Background to and reasons for the Acquisition), the Consortium has a high regard for Mediclinic's existing operations and wants to support Mediclinic's management team in its stated ambition to grow the business in both existing and new geographies. The Consortium will rely on the current management and employees of Mediclinic to deliver this vision. Furthermore, the Consortium is acutely aware of the positive societal impact that Mediclinic and its dedicated staff have in the various jurisdictions where Mediclinic operates, given the importance of access to high quality healthcare. Consequently, the Consortium attaches great value to the skills, experience and commitment of the existing management and employees of Mediclinic and believes that they will be a key factor in maximising the long-term success of the business.

### **Management and employees**

Once Mediclinic ceases to be a listed company, it will no longer require a UK-based investor relations function, which may result in a limited headcount reduction within this specific function. For any affected employees within this function who are not reassigned, the existing redundancy practices and policies of Mediclinic and all statutory requirements will be observed, including undertaking appropriate consultation with any affected employee or their representatives to the extent required by law.

Save as set out above, the Consortium does not intend to make any material change in the number of, balance of skills and functions of, or terms and conditions of employment of, the employees and management of Mediclinic or its subsidiaries.

The Consortium confirms that, upon completion of the Acquisition, the existing contractual and statutory employment rights of all management and employees of Mediclinic and its subsidiaries will be fully safeguarded in accordance with applicable law.

The Consortium intends that Mediclinic's and its subsidiaries' pension schemes in Switzerland will continue on their current terms without change and that employers participating in the Swiss pension schemes will continue to make contributions (at appropriate levels), existing members will continue to accrue benefits and new joiners will remain eligible for admission. In addition, the Consortium confirms that there is no intention to make any changes to either the provision of Mediclinic's retirement medical benefit obligation in South Africa or the provision of the UAE end-of-service obligation.

Upon completion of the Acquisition, the non-executive directors of Mediclinic, excluding Jannie Durand and his alternate director Pieter Uys, will resign and from that point will cease to be directors of Mediclinic.

#### **Incentivisation and retention arrangements**

The Consortium believes that the ongoing incentivisation of management of Mediclinic and retention of key talent is very important to maintain and to improve performance. Accordingly, the Consortium intends to put in place appropriate arrangements for management of Mediclinic following completion of the Acquisition to ensure the retention of management and the continued good governance of the business. However, no incentivisation or retention arrangements have been implemented and no discussions with management in relation to such arrangements have taken place.

#### **Location of business, fixed assets and headquarters; research and development**

The Consortium has no plans to make any material restructurings or change in the locations of Mediclinic's business nor to change the location or functions of the Mediclinic headquarters. The Consortium does not intend to redeploy the fixed assets of Mediclinic. Furthermore, the Consortium has no intention to make any changes to Mediclinic's research and development functions.

#### **Trading Facilities**

Mediclinic Shares are listed on the Official List of the London Stock Exchange, the Johannesburg Stock Exchange and the Namibian Stock Exchange. As set out in paragraph 13 (Delisting and re-registration), applications will be made for the cancellation of the listing of Mediclinic Shares on the Official List of the London Stock Exchange, the Johannesburg Stock Exchange and the Namibian Stock Exchange and the cancellation of trading of the Mediclinic Shares on the London Stock Exchange, the Johannesburg Stock Exchange and the Namibian Stock Exchange.

No statements in this paragraph 8 are "post-offer undertakings" for the purposes of Rule 19.5 of the Code.

### **9 Mediclinic's Share Plans**

Participants in the Mediclinic Share Plans will be contacted regarding the effect of the Acquisition on their rights under the Mediclinic Share Plans in due course. Details of the impact of the Acquisition on the Mediclinic Share Plans will be included in the Scheme Document.

### **10 Financing**

The cash consideration payable to Scheme Shareholders under the Acquisition will be financed by equity to be invested in Bidco by Remgro and SAS from their existing resources. Nomura, acting as financial adviser to the Consortium, is satisfied that sufficient resources are available to Bidco to enable it to satisfy in full the cash consideration payable to Scheme Shareholders under the terms of the Acquisition.

The Relevant Remgro Subsidiaries, SAS and Bidco have entered into the Subscription and Rollover Agreement, pursuant to which: (i) the Relevant Remgro Subsidiaries have agreed to sell their Mediclinic Shares to Bidco in exchange for shares in Bidco; and (ii) Remgro Healthcare Holdings Proprietary Limited and SAS have agreed to fund Bidco by way of equity to enable Bidco to satisfy the cash consideration payable to Scheme Shareholders under the Acquisition. Upon completion of the Acquisition, Remgro (indirectly via the Relevant Remgro Subsidiaries) and SAS will each own 50 per cent. of Bidco.

### **11 Offer-related and other arrangements**

#### ***Confidentiality Agreement***

Remgro, MSC and Mediclinic entered into a confidentiality and standstill agreement dated 11 July 2022 (the "**Confidentiality Agreement**") pursuant to which Remgro and MSC have undertaken to (i) keep confidential information relating to, inter alia, the Acquisition and Mediclinic and not to disclose it to third parties (other than to certain permitted parties) unless required by law or regulation; and (ii) use the confidential information only in connection with the consideration, negotiation and implementation of the

Acquisition.

These confidentiality obligations shall remain in force until the earlier to occur of: (i) the date following 36 months from the date of the Confidentiality Agreement; and (ii) completion of the Acquisition. Remgro and MSC also agreed to certain standstill undertakings, all of which ceased to apply upon the release of this announcement.

The agreement also includes customary non-solicitation obligations on Remgro and MSC and their respective affiliates.

#### ***Joint Defence Agreement***

Remgro, MSC and Mediclinic and their respective external legal counsels have entered into a Confidentiality and Joint Defence Agreement dated 3 August 2022, the purpose of which is to ensure that the exchange and/or disclosure of certain materials relating to the parties and, in particular, the antitrust and regulatory workstream only takes place between their respective external legal counsels and external experts, and does not diminish in any way the confidentiality of such materials and does not result in a waiver of privilege, right or immunity that might otherwise be available.

#### ***Bid Conduct Agreement***

Remgro and SAS have entered into the Bid Conduct Agreement, pursuant to which they have agreed certain principles in accordance with which they intend to cooperate in respect of the Acquisition. The terms of the Bid Conduct Agreement include an agreement by both Remgro and SAS not to tender into, accept or vote in favour of any competing proposal with respect to Mediclinic.

#### ***Co-operation Agreement***

Pursuant to the Co-operation Agreement, Bidco, Remgro, SAS and Mediclinic have, amongst other things, each agreed to: (i) co-operate in relation to obtaining any approvals, consents, clearances, determinations, permissions, confirmations and waivers as may need to be obtained, and the making of all applications and filings as may be necessary, from or under the law, regulations or practices applied by any applicable regulatory authority in connection with the Acquisition; and (ii) in respect of Bidco, Remgro and SAS only, use all reasonable endeavours to ensure the satisfaction of the Conditions set out in paragraphs 3(a) to 3(g) (inclusive) of Appendix I to this announcement as soon as is reasonably practicable (and, in any event, in sufficient time so as to enable the Effective Date to occur prior to the Long-stop Date). In addition, Bidco, Remgro and SAS have given certain undertakings and acknowledgements in relation to the Mediclinic Share Plans and employees of Mediclinic, including with regard to the maintenance of compensation and benefits for 12 months following the Effective Date.

The Co-operation Agreement also records the intentions of Bidco, Remgro, SAS and Mediclinic to implement the Acquisition by way of a Scheme, subject to Bidco having the right to implement the Acquisition by way of a Takeover Offer in certain circumstances.

The Co-operation Agreement will terminate in certain customary circumstances, including but not limited to: (i) upon service of written notice by any party to the other parties if the Acquisition is withdrawn, terminated or lapses; (ii) upon service of written notice by any party to the other parties if a competing offer completes, becomes effective or is declared unconditional; (iii) if prior to the Long-stop Date any Condition which has not been waived is (or becomes) incapable of satisfaction by Bidco; (iv) if Bidco serves notice on Mediclinic after the Independent Mediclinic Directors withdraw their recommendation of the Acquisition; (v) if the Scheme does not become effective in accordance with its terms by the Long-stop Date; and (vi) otherwise as agreed between Bidco, Remgro, SAS and Mediclinic.

#### ***Shareholders' Agreement***

The Relevant Remgro Subsidiaries, SAS and Bidco have entered into a Shareholders' Agreement in relation to Bidco, which includes provisions governing: (i) the terms on which the Relevant Remgro Subsidiaries and SAS will hold their shares in Bidco following the Effective Date; and (ii) certain other matters relating to the governance of Bidco and the Mediclinic Group following the Effective Date.

Under the terms of the Shareholders' Agreement, the Relevant Remgro Subsidiaries (acting together) and SAS will each be entitled to appoint three directors to the Bidco board. Certain activities by Bidco and the Mediclinic Group will require unanimous director approval or shareholder approval, including (among other matters): (i) approval of the business plan and budget; (ii) any major investment, acquisitions or capital expenditure; (iii) entry into any related party transactions; (iv) amendments to constitutional documents; (v) any material change to the nature, scale and/or scope of the Mediclinic business; and (vi) any changes to the share capital of any member of the Group. The Shareholders' Agreement also contains customary restrictions on transfers of shares and exit provisions.

## **12 Structure of and Conditions to the Acquisition**

It is intended that the Acquisition shall be effected by means of a Court-approved scheme of arrangement between Mediclinic and Mediclinic Shareholders under Part 26 of the Companies Act although Bidco reserves the right to implement the Acquisition by means of a Takeover Offer (subject to Panel consent and the terms of the Co-operation Agreement).

The purpose of the Scheme is to provide for Bidco to become the holder of the entire issued and to be issued ordinary share capital of Mediclinic not already directly or indirectly owned by the Relevant Remgro Subsidiaries. This is to be achieved by the transfer of the Mediclinic Shares to Bidco, in consideration for which the Scheme Shareholders shall receive cash consideration on the basis set out in paragraph 2 of this announcement.

The 328,497,888 Mediclinic Shares owned by the Relevant Remgro Subsidiaries as at 2 August 2022 (being the latest practicable date prior to this announcement) will not be Scheme Shares and will not be acquired by Bidco pursuant to the Acquisition, but will be acquired by Bidco pursuant to the Subscription and Rollover Agreement. The Relevant Remgro Subsidiaries will not be permitted to vote such Mediclinic Shares at the Court Meeting, but will be permitted to vote such Mediclinic Shares at the General Meeting.

The Acquisition shall be subject to the Conditions and further terms set out below and in Appendix I to this announcement and to be set out in the Scheme Document and shall only become Effective, if, among other things, the following events occur on or before 11.59 p.m. on the Long-stop Date:

- the approval of the Scheme by a majority in number of the Scheme Shareholders who are present and vote, whether in person or by proxy, at the Court Meeting and who represent not less than 75 per cent. in value of the Scheme Shares voted by those Scheme Shareholders;
- the resolutions required to approve and implement the Scheme being duly passed by Mediclinic Shareholders representing the requisite majority or majorities of votes cast at the General Meeting (or any adjournment thereof);
- the sanction of the Scheme by the Court (with or without modification but subject to any modification being on terms acceptable to Mediclinic and Bidco);
- the delivery of a copy of the Court Order to the Registrar of Companies;
- the receipt of approval of the Financial Surveillance Department of the South African Reserve Bank for the Acquisition; and
- the receipt of any relevant approvals, confirmation that such clearances are not necessary, or any relevant waiting periods having expired under the respective merger control regimes in South Africa, Namibia, Switzerland and Cyprus.

The Scheme shall lapse if:

- the Court Meeting and the General Meeting are not held by the 22nd day after the expected date of such meetings to be set out in the Scheme Document in due course (or such later date as may be agreed between Bidco and Mediclinic);
- the Court Hearing is not held by the 22nd day after the expected date of such hearing to be set out in the Scheme Document in due course (or such later date as may be agreed between Bidco and Mediclinic); or
- the Scheme does not become Effective by no later than 11.59 p.m. on the Long-stop Date,

provided, however, that the deadlines for the timing of the Court Meeting, the General Meeting and the Court Hearing as set out above may be waived by Bidco, and the deadline for the Scheme to become Effective may be extended by agreement between Mediclinic and Bidco.

Subject to satisfaction (or waiver, where applicable) of the Conditions, the Scheme is expected to become Effective in Q1 2023.

Upon the Scheme becoming Effective, it shall be binding on all Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the General Meeting.

Further details of the Scheme, including an indicative timetable for its implementation, shall be set out in the Scheme Document, which is expected to be despatched to Mediclinic Shareholders as soon as practicable and, in any event, (save with the consent of the Panel) within 28 days of this announcement.

### **13 De-listing and re-registration**

Prior to the Scheme becoming Effective, it is intended that Mediclinic shall make an application for the cancellation of trading of the Mediclinic Shares on the London Stock Exchange's main market for listed securities, the Johannesburg Stock Exchange and the Namibian Stock Exchange and for the cancellation of the listing of Mediclinic Shares on the Official List of the London Stock Exchange, the Johannesburg Stock Exchange and the Namibian Stock Exchange in each case to take effect on or shortly after the Effective Date. The last day of dealings in Mediclinic Shares on the London Stock Exchange is expected to be the Business Day immediately prior to the Effective Date and no transfers shall be registered after 6.00 p.m. on that date. The last day of dealings in Mediclinic shares on the Johannesburg Stock Exchange and the Namibian Stock Exchange is expected to be the Effective Date and no transfers shall be registered after that date.

Further details of the settlement mechanics shall be set out in the Scheme Document.

It is also proposed that, following the Effective Date and after its shares are delisted, Mediclinic shall be

re-registered as a private limited company.

#### 14 Dividends

Mediclinic Shareholders shall be entitled to receive the Agreed Dividend declared by Mediclinic on 25 May 2022 and approved at the Mediclinic Annual General Meeting on 28 July 2022.

Following the Agreed Dividend record date (which is currently expected to be 5 August 2022) the Acquisition Price shall be reduced by the amount of the Agreed Dividend, in which case any references to the Acquisition Price will be deemed to be a reference to the Acquisition Price as so reduced and eligible Mediclinic Shareholders will be entitled to retain the Agreed Dividend when paid (which is currently expected to be on 26 August 2022).

If, on or after the date of this announcement and on or prior to the Effective Date, any dividend, distribution, or other return of value (other than the Agreed Dividend) is declared, made or paid, or becomes payable by Mediclinic, Bidco reserves the right to reduce the Acquisition Price by an amount up to the amount of such dividend, distribution or other return of value in which case any references to the Acquisition Price will be deemed to be a reference to the Acquisition Price as so reduced. In such circumstances, eligible Mediclinic Shareholders shall be entitled to retain any such dividend, distribution, or other return of value declared, made, or paid.

#### 15 Disclosure of Interests in Mediclinic

Save in respect of the irrevocable undertakings referred to in paragraph 4 above and as disclosed below, as at the close of business on 2 August 2022 (being the latest practicable date prior to the date of this announcement) neither Bidco, nor any of its directors, nor, so far as Bidco is aware, any person acting in concert (within the meaning of the Code) with it has either: (i) any interest in or right to subscribe for any relevant securities of Mediclinic; (ii) any short positions in respect of relevant Mediclinic Shares (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery; (iii) any Dealing Arrangement, in relation to Mediclinic Shares or in relation to any securities convertible or exchangeable into Mediclinic Shares; or (iv) borrowed or lent any relevant Mediclinic Shares (including, for these purposes, any financial collateral arrangements of the kind referred to in Note 4 on Rule 4.6 of the Code), save for any borrowed shares which had been either on-lent or sold:

Name	Nature of Interest	Number of Mediclinic Shares
Remgro Healthcare Holdings Proprietary Limited	Ordinary shares	256,382,504
Remgro Health Limited	Ordinary shares	36,057,692
Remgro Jersey GBP Limited	Ordinary shares	36,057,692
Visio Fund Management (Pty) Ltd	Ordinary shares	5,252,105
Sentio Capital Management (Pty) Ltd	Ordinary shares	109,909
Sentio Capital Management (Pty) Ltd	Short position	22,864
Sentio Capital Management (Pty) Ltd	Cash-settled derivative call option	24,200
Sentio Capital Management (Pty) Ltd	Cash-settled derivative put option	12,100
Sonja de Bruyn	Ordinary Shares	345
PJ Uys	Ordinary Shares	667

'Interests in securities' for these purposes arise, in summary, when a person has long economic exposure, whether absolute or conditional, to changes in the price of securities (and a person who only has a short position in securities is not treated as interested in those securities). In particular, a person shall be treated as having an 'interest' by virtue of the ownership, voting rights or control of securities, or by virtue of any agreement to purchase, option in respect of, or derivative referenced to, securities.

Visio Fund Management (Pty) Ltd ("**Visio**") is a discretionary fund manager and has dealt in Mediclinic Shares since the beginning of the Offer Period. The Panel has provided a limited dispensation to permit Visio to deal in Mediclinic Shares during the Offer Period in certain circumstances, in connection with which

Visio has undertaken to Bidco that it will not vote at the Court Meeting (or, if the Acquisition is implemented by way of a Takeover Offer, accept the Takeover Offer until after it has become or been declared unconditional) in relation to any Mediclinic Shares: (i) which it has acquired since the beginning of the Offer Period; and (ii) in respect of which it has the discretion and/or ability to control the exercise of the voting rights.

## 16 General

Bidco reserves the right to elect (with the consent of the Panel, and subject to the terms of the Co-operation Agreement) to implement the Acquisition by way of a Takeover Offer for the Mediclinic Shares (other than the 328,497,888 Mediclinic Shares owned by the Relevant Remgro Subsidiaries) as an alternative to the Scheme.

In such event, the Takeover Offer shall be implemented on the same terms, so far as applicable, and subject to the terms of the Co-operation Agreement, as those which would apply to the Scheme, subject to appropriate amendments, including (without limitation) an acceptance condition set (subject to the Co-operation Agreement) at a level permitted by the Panel and any amendments required in connection with the delisting of Mediclinic as contemplated in paragraph 13.

The Acquisition shall be made subject to the Conditions and further terms set out in Appendix I to this announcement and to be set out in the Scheme Document. The bases and sources of certain financial information contained in this announcement are set out in Appendix II to this announcement. A summary of the irrevocable undertakings given in relation to the Acquisition is contained in Appendix III to this announcement. Certain terms used in this announcement are defined in Appendix IV to this announcement.

It is expected that the Scheme Document and the Forms of Proxy accompanying the Scheme Document shall be published as soon as practicable and, in any event, (save with the consent of the Panel) within 28 days of this announcement. The Scheme Document and Forms of Proxy shall be made available to all Mediclinic Shareholders at no charge to them.

Nomura, M&M Capital, Centerview, Credit Suisse, Morgan Stanley, UBS and Standard Bank have each given and not withdrawn their consent to the publication of this announcement with the inclusion herein of the references to their names in the form and context in which they appear.

## 17 Documents available on website

Copies of the following documents shall be made available on the websites of Remgro, MSC and Mediclinic at [www.remgro.com/](http://www.remgro.com/), [www.msc.com](http://www.msc.com) and <https://investor.mediclinic.com/regulatory-news/offer-mediclinic-international-plc> respectively) until the Effective Date:

- the irrevocable undertakings referred to in paragraph 4 above and summarised in Appendix III to this announcement;
- the Confidentiality Agreement;
- the Joint Defence Agreement;
- the Bid Conduct Agreement;
- the Co-operation Agreement;
- the Subscription and Rollover Agreement; and
- the Shareholders' Agreement.

The person responsible for arranging the release of this announcement on behalf of Mediclinic is Gert Hattingh, Group Chief Governance Officer.

### Enquiries:

#### Remgro

Lwanda Zingitwa (Head of Investor Relations) +27 21 888 3000

#### MSC / SAS

Giles Broom +41 22 703 9886

#### Nomura International plc (Lead Financial Adviser to the Consortium)

Adrian Fisk +44 (0)20 7102 1000

Ben Lowther

Oliver Donaldson

**M&M Capital (Financial Adviser to the Consortium)**

Ruggero Magnoni +39 335 422070  
Thomas Marsoner +44 (0)20 7603 2100

**Centerview Partners UK LLP (Financial Adviser to Remgro)**

Hadleigh Beals +44 (0)20 7409 9700  
Alexander Elias  
Alexander Gill

**Credit Suisse (Financial Adviser to MSC)**

Jens Haas +44 (0)20 7888 8888  
Ben Deary  
Brice Bolinger

**Teneo (PR Adviser to the Consortium)**

Doug Campbell (UK) +44 7753 136628  
Rob Yates (UK) +44 7715 375443  
Robyn Chalmers (South Africa) +27 (83) 307 6834

**Mediclinic**

James Arnold (Head of Investor Relations) +44 (0)20 3786 8181

**Morgan Stanley (Financial Adviser to Mediclinic)**

Matthew Jarman +44 (0)20 7425 8000  
Tom Perry  
Anthony Zammit  
Obaid Mufti  
Bhavneet Alg

**UBS (Financial Adviser to Mediclinic)**

David James +44 (0)20 7567 8000  
Thomas Raynsford  
Martin Henrichs  
Aadhar Patel

**The Standard Bank of South Africa Limited (South African Financial Adviser and Transaction Sponsor to Mediclinic)**

Grant Tidbury +27 (11) 721 7000  
Bryan Antolik  
Natalie Di-Sante

**FTI Consulting (PR Adviser to Mediclinic)**

Ben Atwell / Ciara Martin (UK) +44 (0)20 3727 1000  
Sherryn Schooling (South Africa) +27 (0)21 487 9000

Linklaters LLP and Webber Wentzel are retained as legal advisers to Remgro and the Consortium. Freshfields Bruckhaus Deringer LLP and Bowmans Law are retained as legal advisers to MSC. Slaughter and May and Cliffe Dekker Hofmeyr Incorporated are retained as legal advisers to Mediclinic.

**Important Notices**

*Nomura International plc which is authorised by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively as financial adviser to Bidco and no one else in connection with the Acquisition and Nomura, its affiliates and its respective officers, employees, agents, representatives and/or associates will not regard any other person as their client, nor will they be responsible to anyone other than Bidco for providing the protections afforded to clients of Nomura nor for providing advice in connection with the Acquisition or any matter or arrangement referred to herein.*

*M&M Capital Ltd, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively as financial adviser to Bidco and no one else in connection with the Acquisition and is not, and will not be, responsible to anyone other than Bidco for providing the protections afforded to clients of M&M Capital Ltd or for providing advice in connection with the subject matter of the Acquisition or any matter or arrangement referred to herein.*

*Centerview Partners UK LLP ("**Centerview**"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively as financial adviser to Remgro and no one else in connection with the Acquisition and will not be responsible to anyone other than Remgro for providing the protections afforded to clients of Centerview nor for providing advice in connection with the Acquisition or any matter or arrangement referred to herein. Neither Centerview nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Centerview in connection with the Acquisition, any statement contained herein or otherwise.*

*Credit Suisse International, which is authorised by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively as financial adviser to MSC and no one else in connection with the Acquisition and will not be responsible to anyone other than MSC for providing the protections afforded to clients of Credit Suisse, nor for providing advice in relation to the content of this announcement or any matter referred to herein. Neither Credit Suisse nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Credit Suisse in connection with the Acquisition, any statement contained herein or otherwise.*

*Morgan Stanley & Co. International plc ("**Morgan Stanley**") which is authorised by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively as financial adviser to Mediclinic and no one else in connection with the Acquisition and Morgan Stanley, its affiliates and its respective officers, employees, agents, representatives and/or associates will not regard any other person as their client, nor will they be responsible to anyone other than Mediclinic for providing the protections afforded to clients of Morgan Stanley nor for providing advice in connection with the Acquisition or any matter or arrangement referred to herein.*

*UBS AG London Branch ("**UBS**" or "**UBS Investment Bank**") is authorised and regulated by the Financial Market Supervisory Authority in Switzerland. It is authorised by the Prudential Regulation Authority and subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority in the United Kingdom. UBS is acting as financial adviser and corporate broker to Mediclinic and no one else in connection with the matters set out in this announcement. In connection with such matters, UBS, its affiliates, and its or their respective directors, officers, employees and agents will not regard any other person as its client, nor will it be responsible to any other person for providing the protections afforded to its clients or for providing advice in relation to the contents of this announcement or any other matter referred to herein.*

*The Standard Bank of South Africa Limited ("**Standard Bank**"), which is regulated by the Prudential Authority of the South African Reserve Bank and is an Authorised Financial Services Provider and Credit Provider, and is acting exclusively as financial adviser to Mediclinic and no one else in connection with the Acquisition and Standard Bank, its affiliates and its respective officers, employees, agents, representatives and/or associates will not regard any other person as their client, nor will they be responsible to anyone other than Mediclinic for providing the protections afforded to clients of Standard Bank nor for providing advice in connection with the Acquisition or any matter or arrangement referred to herein.*

*This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for or otherwise acquire any securities or the solicitation of an offer to buy any securities, pursuant to the Acquisition or otherwise.*

*The Acquisition shall be made solely by means of the Scheme Document which, together with the Forms of Proxy, shall contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any decision in respect of, or other response to, the Acquisition should be made only on the basis of the information in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the Takeover Offer document).*

*This announcement has been prepared for the purpose of complying with English and Welsh law and the Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.*

*Mediclinic shall prepare the Scheme Document to be distributed to Mediclinic Shareholders. Mediclinic and Bidco urge Mediclinic Shareholders to read the Scheme Document when it becomes available because it shall contain important information relating to the Acquisition.*

*This announcement does not constitute a prospectus or prospectus exempted document.*

#### **Overseas Shareholders**

*The release, publication or distribution of this announcement in or into certain jurisdictions other than the*

*United Kingdom may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions and/or requirements by any person.*

*Unless otherwise determined by Bidco or required by the Code, and permitted by applicable law and regulation, the Acquisition shall not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.*

*The availability of the Acquisition to Mediclinic Shareholders who are not resident in the United Kingdom may be affected by the laws or regulatory requirements of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.*

*The Acquisition shall be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange, the Johannesburg Stock Exchange, the Namibian Stock Exchange and the Financial Conduct Authority.*

*The information contained in this announcement constitutes factual information as contemplated in section 1(3)(a) of the FAIS Act and should not be construed as express or implied advice, a recommendation, guide or proposal that any particular transaction in respect of the Acquisition, is appropriate to the particular investment objectives, financial situations or needs of a shareholder or offeree, and nothing in this announcement should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa. Neither Mediclinic nor Bidco are financial services providers licensed as such under the FAIS Act.*

*Nothing in this announcement should be viewed, or construed, as "advice", as that term is used in the Financial Markets Act.*

#### **Additional information for US investors**

*The Acquisition relates to shares of a UK company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act.*

*Accordingly, the Acquisition is subject to the disclosure and procedural requirements applicable in the United Kingdom to schemes of arrangement which differ from the disclosure requirements of United States tender offer and proxy solicitation rules.*

*However, if Bidco were to elect to implement the Acquisition by means of a Takeover Offer, such Takeover Offer shall be made in compliance with all applicable United States laws and regulations, including any applicable exemptions under the US Exchange Act. Such a takeover would be made in the United States by Bidco and no one else.*

*In accordance with normal United Kingdom practice, Bidco or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of Mediclinic outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes Effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements to purchase shall be disclosed as required in the UK, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at <https://www.londonstockexchange.com/>, the Stock Exchange News Service of the Johannesburg Stock Exchange (SENS) and the Securities Exchange News Service of the Namibian Stock Exchange.*

*To the extent they are uncertain as to their position, each Mediclinic Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to them, including under applicable United States state and local, as well as overseas and other, tax laws. The receipt of consideration pursuant to the Scheme by a US shareholder may be a taxable transaction for US federal income tax purposes and under applicable state and local, as well as foreign and other tax laws.*

*Financial information relating to Mediclinic included in this announcement and the Scheme Document has been or shall have been prepared in accordance with accounting standards applicable in the United Kingdom and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.*

*Bidco and Mediclinic are organised under the laws of England and Wales. Some or all of the officers and directors of Bidco and Mediclinic, respectively, are residents of countries other than the United States. In addition, most of the assets of Bidco and Mediclinic are located outside the United States. As a result, it may be difficult for US shareholders of Mediclinic to effect service of process within the United States upon Bidco or Mediclinic or their respective officers or directors or to enforce against them a judgment of a US court predicated upon the federal or state securities laws of the United Kingdom.*

### **Forward Looking Statements**

*This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition, and other information published by Mediclinic, Bidco or any member of the Wider Bidco Group contain statements which are, or may be deemed to be, "forward looking statements". Such forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which Bidco or any member of the Enlarged Group shall operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements.*

*The forward-looking statements contained in this announcement relate to Bidco, any member of the Wider Bidco Group or the Enlarged Group's future prospects, developments and business strategies, the expected timing and scope of the Acquisition and other statements other than historical facts. In some cases, these forward looking statements can be identified by the use of forward looking terminology, including the terms "believes", "estimates", "will look to", "would look to", "plans", "prepares", "anticipates", "expects", "is expected to", "is subject to", "budget", "scheduled", "forecasts", "synergy", "strategy", "goal", "cost-saving", "projects" "intends", "may", "will", "shall" or "should" or their negatives or other variations or comparable terminology. Forward-looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Bidco's, any member of the Wider Bidco Group's or Mediclinic's operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Bidco's, any member of the Wider Bidco Group's or Mediclinic's business.*

*By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that shall occur in the future. These events and circumstances include, but are not limited to, uncertainties involved in the integration of acquisitions or new developments, changes in legislation or the regulatory regime governing healthcare in Switzerland, South Africa, Namibia and the United Arab Emirates, poor performance by healthcare practitioners who practise in the Mediclinic Group's facilities, unexpected regulatory actions or suspensions, competition in general, the Mediclinic Group's ability to obtain or maintain accreditation or approval for its facilities or service lines, changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates, future business combinations or disposals, the impact of tax and other legislation or regulations in the jurisdictions in which the Mediclinic Group operates, and any epidemic, pandemic or disease outbreak. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions prove incorrect, actual results may differ materially from those expected, estimated or projected. Such forward looking statements should therefore be construed in the light of such factors.*

*Neither Mediclinic nor Bidco, nor any member of the Wider Bidco Group or the Mediclinic Group, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement shall actually occur. Given these risks and uncertainties, potential investors should not place any reliance on forward looking statements.*

*Specifically, statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature involve, risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. As a result, and given the fact that the changes relate to the future, the resulting cost synergies may be materially greater or less than those estimated.*

*The forward-looking statements speak only at the date of this announcement. All subsequent oral or written forward-looking statements attributable to any member of the Wider Bidco Group or the Mediclinic Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.*

*Mediclinic, Bidco and the Wider Bidco Group expressly disclaim any obligation to update such statements other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.*

### **No profit forecasts, estimates or quantified benefits statements**

*Save for the FY23 Guidance (as set out in Appendix V to this announcement and which is classed as a profit forecast for the purposes of the Code), no statement in this announcement is intended as a profit forecast, profit estimate or quantified benefits statement by Mediclinic for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for Bidco or*

Mediclinic, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Bidco or Mediclinic, as appropriate.

#### **Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the Offer Period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they shall be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at <https://www.thetakeoverpanel.org.uk/>, including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

#### **Electronic communications**

Please be aware that addresses, electronic addresses and certain information provided by Mediclinic Shareholders, persons with information rights and other relevant persons for the receipt of communications from Mediclinic may be provided to Bidco during the Offer Period as requested under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.

#### **Publication on website and availability of hard copies**

A copy of this announcement shall be made available subject to certain restrictions relating to persons resident in Restricted Jurisdictions on the websites of Remgro, MSC and Mediclinic at [www.remgro.com](http://www.remgro.com), [www.msc.com](http://www.msc.com) and <https://investor.mediclinic.com/regulatory-news/offer-mediclinic-international-plc> respectively by no later than 12 noon (London time) on 5 August 2022. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this announcement.

You may request a hard copy of this announcement by contacting Computershare Investor Services PLC in the United Kingdom at [WebCorres@computershare.co.uk](mailto:WebCorres@computershare.co.uk) or The Pavilions, Bridgwater Road, Bristol, BS13 8AE, United Kingdom, or by calling 0370 703 6022 if dialling from the UK and +44 370 703 6022 if dialling from abroad, or Mediclinic Corporate Office, 25 Du Toit Street, Stellenbosch, 7599 in South Africa at [info@mediclinic.com](mailto:info@mediclinic.com) or by calling +27 21 809 6500 during normal business hours. You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.

#### **Rounding**

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

**APPENDIX I**  
**CONDITIONS AND FURTHER TERMS OF THE ACQUISITION**

**Part A: Conditions to the Scheme and the Acquisition**

**1** The Acquisition is conditional upon the Scheme becoming unconditional and effective, subject to the Code, by no later than 11.59 p.m. on the Long-stop Date.

**2** The Scheme shall be subject to the following conditions:

**2.1**

- (i) its approval by a majority in number of the Scheme Shareholders on the register of members of Mediclinic at the Scheme Voting Record Time who are present and vote, whether in person or by proxy, at the Court Meeting and who represent 75 per cent. or more in value of the Scheme Shares voted by those Scheme Shareholders; and
- (ii) such Court Meeting being held on or before the 22nd day after the expected date of the Court Meeting to be set out in the Scheme Document in due course (or such later date as may be agreed by Bidco and Mediclinic and, if required, the Court may allow);

**2.2**

- (i) the resolutions required to implement the Scheme being duly passed by Mediclinic Shareholders representing 75 per cent. or more of votes cast at the General Meeting; and
- (ii) such General Meeting being held on or before the 22nd day after the expected date of the General Meeting to be set out in the Scheme Document in due course (or such later date as may be agreed by Bidco and Mediclinic and, if required, the Court may allow); and

**2.3**

- (i) the sanction of the Scheme by the Court (with or without modification but subject to any modification being on terms acceptable to Mediclinic and Bidco) and the delivery of a copy of the Court Order to the Registrar of Companies; and
- (ii) the Court Hearing being held on or before the 22nd day after the expected date of the Court Hearing to be set out in the Scheme Document in due course (or such later date as may be agreed by Bidco and Mediclinic and, if required, the Court may allow).

**3** In addition, subject as stated in Part B below and to the requirements of the Panel, the Acquisition shall be conditional upon the following Conditions and, accordingly, the Court Order shall not be delivered to the Registrar of Companies unless such Conditions (as amended if appropriate) have been satisfied or, where relevant, waived:

**Exchange control approval by the South African Reserve Bank**

- (a) The Financial Surveillance Department of the South African Reserve Bank having accorded exchange control approval for the Transaction, in terms of the Regulations issued in terms of the South African Currency and Exchanges Act, 9 of 1933 (as amended), either without conditions and without qualification or on conditions accepted, proposed or offered by Bidco;

**South Africa**

- (b) a merger notification to the South African Competition Commission for the acquisition of control of Mediclinic by Bidco having been made and either (i) all applicable suspensions and other relevant time periods (including any extensions thereof) in relation to such notification have expired, lapsed or been terminated under the South African Competition Act, or (ii) the South African Competition Authorities' approval has been obtained either without conditions and without qualification or on conditions accepted, proposed or offered by Bidco;

**Namibia**

- (c) a merger notification to the Namibian Competition Commission for the acquisition of control of Mediclinic by Bidco having been made and either (i) all applicable suspensions and other relevant time periods (including any extensions thereof) in relation to such notification have expired, lapsed or been terminated under the Namibian Competition Act, or (ii) the Namibian Competition Authorities' approval has been obtained either without conditions and without qualification or on conditions accepted, proposed or offered by Bidco;

**Cyprus**

- (d) the required notification having been made to the Cypriot Commission for the Protection of Competition ("CPC") pursuant to sections 3 and 10 of the Control of Concentrations Between Undertakings Law, Law 83(I) of 2014 (as amended) or other applicable national merger control rules and the applicable merger control clearance having been obtained, either by approval or waiver from the CPC or expiry of the waiting periods which apply to the Acquisition (either without conditions and without qualifications or on conditions accepted, proposed or offered by Bidco);

## Switzerland

- (e) the required notification having been made to the Swiss Competition Commission pursuant to Article 9 of the Federal Act on Cartels and other Restraints of Competition of 6 October 1995 or other applicable national merger control rules and the applicable merger control clearance having been obtained, either by approval or waiver from the Swiss Competition Commission or expiry of the waiting periods which apply to the Acquisition (either without conditions and without qualifications or on conditions accepted, proposed or offered by Bidco);
- (f) other than in relation to the matters referred to in Conditions 3(a) to (e) (inclusive), all notifications, filings or applications which are necessary (or considered appropriate or desirable by Bidco and Mediclinic (both acting reasonably)) in connection with the Acquisition having been made and all necessary waiting periods (including any extensions thereof) under any applicable legislation or regulation of any jurisdiction having expired, lapsed or been terminated (as appropriate) and all statutory and regulatory obligations in any jurisdiction having been complied with in each case in respect of the Acquisition and all Authorisations deemed reasonably necessary or appropriate by Remgro, SAS, Bidco and Mediclinic (all acting reasonably) in any jurisdiction for or in respect of the Acquisition and, except pursuant to Chapter 3 of Part 28 of the Companies Act, the acquisition or the proposed acquisition of any shares or other securities in, or control or management of, Mediclinic or any other member of the Wider Mediclinic Group by the Wider Bidco Group having been obtained from all appropriate Third Parties or (without prejudice to the generality of the foregoing) from any person or bodies with whom any member of the Wider Mediclinic Group or the Wider Bidco Group has entered into contractual arrangements, in each case where the direct consequence of a failure to make such notification or filing or to wait for the expiry, lapse or termination of any such waiting period or other time period or to comply with such obligation or obtain such Authorisation would be unlawful in any relevant jurisdiction or be material in the context of the Wider Mediclinic Group taken as a whole or in the Wider Bidco Group taken as a whole and all such Authorisations remaining in full force and effect at the time at which the Acquisition becomes otherwise unconditional and there being no notice or intimation of an intention to revoke, suspend, restrict, modify or not to renew such Authorisations as a result of the Acquisition;
- (g) other than in relation to the matters referred to in Conditions 3(a) to (e) (inclusive), no Antitrust Regulator or Third Party having given notice of a decision to take, institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference (and in each case, not having withdrawn the same), or having required any action to be taken or otherwise having done anything, or having enacted, made or proposed any statute, regulation, decision, order or change to published practice (and in each case, not having withdrawn the same) and there not continuing to be outstanding any statute, regulation, decision or order which would or might reasonably be expected to, in each case to an extent or in a manner which is or would be material in the context of the Wider Mediclinic Group taken as a whole:
  - (i) require, prevent or materially delay the divestiture or materially alter the terms envisaged for such divestiture by any member of the Wider Bidco Group or by any member of the Wider Mediclinic Group of all or any material part of its businesses, assets or property or impose any material limitation on the ability of all or any of them to conduct their businesses (or any part thereof) or to own, control or manage any of their assets or properties (or any part thereof);
  - (ii) except pursuant to Chapter 3 of Part 28 of the Companies Act, require any member of the Wider Bidco Group or the Wider Mediclinic Group to acquire or offer to acquire any shares, other securities (or the equivalent) or interest in any member of the Wider Mediclinic Group or any asset owned by any Third Party (other than in the implementation of the Acquisition);
  - (iii) impose any material limitation on, or result in a material delay in, the ability of any member of the Wider Bidco Group directly or indirectly to acquire, hold or to exercise effectively all or any rights of ownership in respect of shares or other securities in Mediclinic or on the ability of any member of the Wider Mediclinic Group or any member of the Wider Bidco Group directly or indirectly to hold or exercise effectively all or any rights of ownership in respect of shares or other securities (or the equivalent) in, or to exercise voting or management control over, any member of the Wider Mediclinic Group;
  - (iv) otherwise materially adversely affect any or all of the business, assets, profits or prospects of any member of the Wider Mediclinic Group or any member of the Wider Bidco Group;
  - (v) result in any member of the Wider Mediclinic Group or any member of the Wider Bidco Group ceasing to be able to carry on business under any name under which it presently carries on business;
  - (vi) make the Acquisition, its implementation or the acquisition or proposed acquisition of any shares or other securities in, or control or management of, Mediclinic by any member of the Wider Bidco Group void, unenforceable and/or illegal under the laws of any relevant jurisdiction, or otherwise, directly or indirectly materially prevent or prohibit, restrict, restrain, or delay or otherwise to a material extent or otherwise materially interfere with the implementation of, or impose material additional conditions or obligations with respect to, or

otherwise materially challenge, impede, interfere or require material amendment of the Acquisition or the acquisition or proposed acquisition of any shares or other securities in, or control or management of, Mediclinic by any member of the Wider Bidco Group;

- (vii) require, prevent or materially delay a divestiture by any member of the Wider Bidco Group of any shares or other securities (or the equivalent) in any member of the Wider Mediclinic Group or any member of the Wider Bidco Group; or
- (viii) impose any material limitation on the ability of any member of the Wider Bidco Group of any member of the Wider Mediclinic Group to conduct, integrate or co-ordinate all or any part of its business with all or any part of the business of any other member of the Wider Bidco Group and/or the Wider Mediclinic Group,

and all applicable waiting and other time periods (including any extensions thereof) during which any such Antitrust Regulator or Third Party could decide to take, institute, implement or threaten any such action, proceeding, suit, investigation, enquiry or reference or take any other step under the laws of any jurisdiction in respect of the Acquisition or the acquisition or proposed acquisition of any Mediclinic Shares or otherwise intervene having expired, lapsed or been terminated;

**Certain matters arising as a result of any arrangement, agreement, etc.**

- (h) except as Disclosed, there being no provision of any arrangement, agreement, lease, licence, franchise, permit or other instrument to which any member of the Wider Mediclinic Group is a party or by or to which any such member or any of its assets is or may be bound, entitled or be subject or any event or circumstance which, as a consequence of the Acquisition or the proposed acquisition by any member of the Wider Bidco Group of any shares or other securities (or the equivalent) in Mediclinic or because of a change in the control or management of any member of the Wider Mediclinic Group or otherwise, could or might reasonably be expected to result in, in each case to an extent or in a manner which is material in the context of the Wider Mediclinic Group taken as a whole:
  - (i) any monies borrowed by, or any other indebtedness, actual or contingent, of, or any grant available to, any member of the Wider Mediclinic Group being or becoming repayable, or capable of being declared repayable, immediately or prior to its or their stated maturity date or repayment date, or the ability of any such member to borrow monies or incur any indebtedness being withdrawn or inhibited or being capable of becoming or being withdrawn or inhibited;
  - (ii) save in the ordinary and usual course of business, the creation or the enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of any member of the Wider Mediclinic Group or any such mortgage, charge or other security interest (whenever created, arising or having arisen) becoming enforceable;
  - (iii) any such arrangement, agreement, lease, licence, franchise, permit or other instrument being terminated or the rights, liabilities, obligations or interests of any member of the Wider Mediclinic Group being adversely modified or adversely affected or any obligation or liability arising or any adverse action being taken or arising thereunder;
  - (iv) any asset or interest of any member of the Wider Mediclinic Group being or falling to be disposed of or charged or ceasing to be available to any member of the Wider Mediclinic Group or any right arising under which any such asset or interest could be required to be disposed of or could cease to be available to any member of the Wider Mediclinic Group otherwise than in the ordinary course of business;
  - (v) any liability of any member of the Wider Mediclinic Group to make any severance, termination, bonus or other payment to any of its directors, or other officers, save in the ordinary and usual course of business;
  - (vi) the rights, liabilities, obligations, interests or business of any member of the Wider Mediclinic Group or any member of the Wider Bidco Group under any such arrangement, agreement, licence, permit, lease or instrument or the interests or business of any member of the Wider Mediclinic Group or any member of the Wider Bidco Group in or with any other person or body or firm or company (or any agreement or arrangement relating to any such interests or business) being or becoming capable of being terminated, or adversely modified or affected or any onerous obligation or liability arising or any adverse action being taken thereunder;
  - (vii) any member of the Wider Mediclinic Group ceasing to be able to carry on business under any name under which it presently carries on business;
  - (viii) the value of, or the financial or trading position or prospects of, any member of the Wider Mediclinic Group being prejudiced or adversely affected; or
  - (ix) the creation or acceleration of any liability (actual or contingent) by any member of the Wider Mediclinic Group other than trade creditors or other liabilities incurred in the ordinary course of business,

and no event having occurred which, under any provision of any arrangement, agreement, licence, permit, franchise, lease or other instrument to which any member of the Wider Mediclinic Group is a party or by or to which any such member or any of its assets are bound, entitled or subject, would or might reasonably be expected to result in any of the events or circumstances as are referred to in Conditions 3(h)(i) to (ix) , in each case to an extent or in a manner which is material in the context of the Wider Mediclinic Group taken as a whole;

**Certain events occurring since 31 March 2022**

- (i) except as Disclosed and/or agreed in writing between Bidco and Mediclinic, no member of the Wider Mediclinic Group having since 31 March 2022:
  - (i) issued or agreed to issue or authorised or proposed or announced its intention to authorise or propose the issue, of additional shares of any class, or securities or securities convertible into, or exchangeable for, or rights, warrants or options to subscribe for or acquire, any such shares, securities or convertible securities or transferred or sold or agreed to transfer or sell or authorised or proposed the transfer or sale of Mediclinic Shares out of treasury (except, where relevant, as between Mediclinic and wholly-owned subsidiaries of Mediclinic or between wholly-owned subsidiaries of Mediclinic);
  - (ii) except for: (x) the Agreed Dividend; and (y) ordinary course dividends paid or made by any member of the Wider Mediclinic Group (other than Mediclinic) to shareholders of such members of the Wider Mediclinic Group, recommended, declared, paid or made or proposed to recommend, declare, pay or make any bonus, dividend or other distribution (whether payable in cash or otherwise) other than dividends (or other distributions whether payable in cash or otherwise) lawfully paid or made by any wholly-owned subsidiary of Mediclinic to Mediclinic or any of its wholly-owned subsidiaries;
  - (iii) other than pursuant to the Acquisition (and except for transactions between Mediclinic and its wholly-owned subsidiaries or between the wholly-owned subsidiaries of Mediclinic and transactions in the ordinary course of business) implemented, effected, authorised or proposed or announced its intention to implement, effect, authorise or propose any merger, demerger, reconstruction, amalgamation, scheme, commitment or acquisition or disposal of assets or shares or loan capital (or the equivalent thereof) in any undertaking or undertakings;
  - (iv) (except for transactions between Mediclinic and its wholly-owned subsidiaries or between the wholly-owned subsidiaries of Mediclinic and except for transactions in the ordinary course of business) disposed of, or transferred, mortgaged or created any security interest over any asset or any right, title or interest in any asset or authorised, proposed or announced any intention to do so, where such action has or is reasonably likely to have a material impact on the Wider Mediclinic Group;
  - (v) (except for: (x) transactions between Mediclinic and its wholly-owned subsidiaries or between the wholly-owned subsidiaries of Mediclinic; and (y) drawdowns of existing facilities) issued, authorised or proposed or announced an intention to authorise or propose, the issue of or made any change in or to the terms of any debentures or become subject to any contingent liability or incurred or increased any indebtedness or liability (actual or contingent);
  - (vi) entered into or varied or authorised, proposed or announced its intention to enter into or vary any material contract, arrangement, agreement, transaction or commitment (whether in respect of capital expenditure or otherwise) except in the ordinary course of business which is of a long term, unusual or onerous nature or magnitude or which is or which involves or could involve an obligation of a nature or magnitude which is reasonably likely to be materially restrictive on the business of any member of the Wider Mediclinic Group which, taken together with any other such transaction, arrangement, agreement, contract or commitment, is material in the context of the Wider Mediclinic Group as a whole;
  - (vii) entered into or varied the terms of, or made any offer (which remains open for acceptance) to enter into or vary the terms of any contract, service agreement, commitment or arrangement with any director or, except for salary increases, bonuses or variations of terms in the ordinary course, senior executive of any member of the Wider Mediclinic Group;
  - (viii) save in respect of the Mediclinic International plc 2022 Omnibus Share Plan which was approved by Mediclinic Shareholders at Mediclinic's annual general meeting on 28 July 2022, proposed, agreed to provide or modified the terms of any share option scheme, incentive scheme or other benefit relating to the employment or termination of employment of any employee of the Wider Mediclinic Group, other than as

contemplated in the Co-operation Agreement;

- (ix) purchased, redeemed or repaid or announced any proposal to purchase, redeem or repay any of its own shares or other securities or reduced or, except in respect of the matters mentioned in sub-paragraph (i) above, made any other change to any part of its share capital;
- (x) except in the ordinary course of business waived, compromised or settled any claim, where to do so has or is reasonably likely to have a material impact on the Wider Mediclinic Group;
- (xi) terminated or varied the terms of any agreement or arrangement between any member of the Wider Mediclinic Group and any other person in a manner which would or might reasonably be expected to have a material adverse effect on the financial position of the Wider Mediclinic Group taken as a whole;
- (xii) made any material alteration to its memorandum or articles of association or other incorporation documents;
- (xiii) (except in relation to changes made or agreed as a result of, or arising from, applicable law or changes to applicable law), made or agreed or consented to any change to:
  - (a) the terms of the trust deeds and rules constituting the pension scheme(s) established by any member of the Wider Mediclinic Group for its directors, employees or their dependants;
  - (b) the contributions payable to any such scheme(s) or to the benefits which accrue, or to the pensions which are payable, thereunder;
  - (c) the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined; or
  - (d) the basis upon which the liabilities (including pensions) of such pension schemes are funded, valued, made, agreed or consented to,where to do so has or is reasonably likely to have a material impact on the Wider Mediclinic Group;
- (xiv) been unable, or admitted in writing that it is unable, to pay its debts or commenced negotiations with one or more of its creditors with a view to rescheduling or restructuring any of its indebtedness, or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business;
- (xv) (other than in respect of a member of the Wider Mediclinic Group which is dormant and was solvent at the relevant time) taken or proposed any steps, corporate action or had any legal proceedings instituted or threatened against it in relation to the suspension of payments, a moratorium of any indebtedness, its winding-up (voluntary or otherwise), dissolution, reorganisation or for the appointment of a receiver, administrator, manager, administrative receiver, trustee or similar officer of all or any material part of its assets or revenues or any analogous or equivalent steps or proceedings in any jurisdiction or appointed any analogous person in any jurisdiction or had any such person appointed;
- (xvi) (except for transactions between Mediclinic and its wholly-owned subsidiaries or between the wholly-owned subsidiaries), made, authorised, proposed or announced an intention to propose any change in its loan capital;
- (xvii) entered into, implemented or authorised the entry into, any joint venture, asset or profit sharing arrangement, partnership or merger of business or corporate entities;
- (xviii) having taken (or agreed or proposed to take) any action which requires or would require, the consent of the Panel or the approval of Mediclinic Shareholders in a general meeting in accordance with, or as contemplated by, Rule 21.1 of the Code; or
- (xix) entered into any agreement, arrangement, commitment or contract or passed any resolution or made any offer (which remains open for acceptance) with respect to or announced an intention to, or to propose to, effect any of the transactions, matters or events referred to in this Condition 3(i);

**No adverse change, litigation, regulatory enquiry or similar**

- (j) except as Disclosed, since 31 March 2022:
  - (i) no adverse change and no circumstance having arisen which would or might be expected to result in any adverse change in, the business, assets, financial or trading position or profits or prospects or operational performance of any member of the Wider Mediclinic Group which is material in the context of the Wider Mediclinic Group taken as a whole;

- (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings having been threatened, announced or instituted by or against or remaining outstanding against or in respect of, any member of the Wider Mediclinic Group or to which any member of the Wider Mediclinic Group is or may become a party (whether as claimant, defendant or otherwise) having been threatened, announced, instituted or remaining outstanding by, against or in respect of, any member of the Wider Mediclinic Group in each case which might reasonably be expected to have a material adverse effect on the Wider Mediclinic Group taken as a whole;
- (iii) no enquiry, review or investigation by, or complaint or reference to, any Third Party against or in respect of any member of the Wider Mediclinic Group having been threatened, announced or instituted or remaining outstanding by, against or in respect of any member of the Wider Mediclinic Group in each case which might reasonably be expected to have a material adverse effect on the Wider Mediclinic Group taken as a whole;
- (iv) no contingent or other liability having arisen or become reasonably apparent to Bidco or increased other than in the ordinary course of business which is reasonably likely to affect adversely the business, assets, financial or trading position or profits or prospects of any member of the Wider Mediclinic Group to an extent which is material in the context of the Wider Mediclinic Group taken as a whole; or
- (v) no steps having been taken and no omissions having been made which are reasonably likely to result in the withdrawal, cancellation, termination or modification of any licence held by any member of the Wider Mediclinic Group which is necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which might reasonably be expected to have a material adverse effect on the Wider Mediclinic Group taken as a whole;

**No discovery of certain matters regarding information, liabilities and environmental issues**

- (k) except as Disclosed, Bidco not having discovered and, in each case, to an extent which is material in the context of the Wider Mediclinic Group taken as a whole:
  - (i) any financial, business or other information concerning the Wider Mediclinic Group publicly announced prior to the date of this announcement or disclosed at any time to any member of the Wider Bidco Group by or on behalf of any member of the Wider Mediclinic Group prior to the date of this announcement is misleading, contains a misrepresentation of any fact, or omits to state a fact necessary to make that information not misleading;
  - (ii) any member of the Wider Mediclinic Group or any partnership, company or other entity in which any member of the Wider Mediclinic Group has a significant economic interest and which is not a subsidiary undertaking of Mediclinic is, otherwise than in the ordinary course of business, subject to any liability, contingent or otherwise;
  - (iii) any past or present member of the Wider Mediclinic Group has not complied with all applicable legislation, regulations or other requirements of any jurisdiction or any Authorisations relating to the use, treatment, storage, carriage, disposal, discharge, spillage, release, leak or emission of any waste or hazardous substance or any substance likely to impair the environment (including property) or harm human or animal health or otherwise relating to environmental matters or the health and safety of humans, which non-compliance would be likely to give rise to any liability including any penalty for non-compliance (whether actual or contingent) on the part of any member of the Wider Mediclinic Group;
  - (iv) there has been a disposal, discharge, spillage, accumulation, release, leak, emission or the migration, production, supply, treatment, storage, transport or use of any waste or hazardous substance or any substance likely to impair the environment (including any property) or harm human or animal health which (whether or not giving rise to non-compliance with any law or regulation), would be likely to give rise to any liability (whether actual or contingent) on the part of any member of the Wider Mediclinic Group;
  - (v) there is or is reasonably likely to be any obligation or liability (whether actual or contingent) or requirement to make good, remediate, repair, reinstate or clean up any property, asset or any controlled waters currently or previously owned, occupied, operated or made use of or controlled by any past or present member of the Wider Mediclinic Group (or on its behalf), or in which any such member may have or previously have had or be deemed to have had an interest, under any environmental legislation, common law, regulation, notice, circular, Authorisation or order of any Third Party in any jurisdiction or to contribute to the cost thereof or associated therewith or indemnify any person in relation thereto;
  - (vi) circumstances exist (whether as a result of making the Acquisition or otherwise) which would be reasonably likely to lead to any Third Party instituting (or whereby any member of the Wider Mediclinic Group would be likely to be required to institute), an environment audit or take any

steps which would in any such case be reasonably likely to result in any actual or contingent liability to improve or install new plant or equipment or to make good, repair, reinstate or clean up any property of any description or any asset now or previously owned, occupied or made use of by any past or present member of the Wider Mediclinic Group (or on its behalf) or by any person for which a member of the Wider Mediclinic Group is or has been responsible, or in which any such member may have or previously have had or be deemed to have had an interest;

#### **Anti-corruption**

- (vii) any member of the Wider Mediclinic Group or any person that performs or has performed services for or on behalf of any such company is or has engaged in any activity, practice or conduct which would constitute an offence under the Bribery Act 2010 or any other applicable anti-corruption legislation;
- (viii) any member of the Wider Mediclinic Group has engaged in any conduct or transaction which would cause any member of the Wider Bidco Group to be in breach of applicable law or regulation upon completion of the Acquisition, including the economic sanctions of the United States Office of Foreign Assets Control or HM Treasury & Customs, or any of the economic sanctions of the United Nations, United States, United Kingdom or the European Union or any of its member states, save that this shall not apply if and to the extent that it is or would be unenforceable by reason of breach of any applicable Blocking Law; or

#### **No criminal property**

- (ix) any asset of any member of the Wider Mediclinic Group constitutes criminal property as defined by section 340(3) of the Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition) or proceeds of crime under any other applicable law, or any member of the Wider Mediclinic Group has engaged in any conduct which would constitute an offence under the Proceeds of Crime Act 2002 or any other applicable money laundering law.

### **Part B: Certain further terms of the Acquisition**

- 1 Subject to the requirements of the Panel, Bidco reserves the right, in its sole discretion, to waive, in whole or in part, all or any of the Conditions set out in Part A of Appendix I above, except Conditions 2.1(i), 2.2(i), 2.3(i) and 3(a), which cannot be waived. If any of Conditions 2.1(ii), 2.2(ii) or 2.3(ii) is not satisfied by the relevant deadline specified in the relevant Condition, Bidco shall make an announcement by 8.00 a.m. on the Business Day following such deadline confirming whether it has invoked the relevant Condition, waived the relevant deadlines, or agreed with Mediclinic to extend the relevant deadline.
- 2 If Bidco is required by the Panel to make an offer for Mediclinic Shares under the provisions of Rule 9 of the Code, Bidco may make such alterations to any of the above Conditions and terms of the Acquisition as are necessary to comply with the provisions of that Rule.
- 3 Bidco shall be under no obligation to waive (if capable of waiver), to determine to be or remain satisfied or to treat as fulfilled any of the Conditions in Part A of Appendix I above that are capable of waiver by a date earlier than the latest date for the fulfilment of that Condition notwithstanding that the other Conditions of the Acquisition may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such Conditions may not be capable of fulfilment.
- 4 Under Rule 13.5(a) of the Code and subject to paragraph 5 below, Bidco may only invoke a Condition so as to cause the Acquisition not to proceed, to lapse, or to be withdrawn with the consent of the Panel. The Panel shall normally only give its consent if the circumstances which give rise to the right to invoke the Condition are of material significance to Bidco in the context of the Acquisition. This shall be judged by reference to the facts of each case at the time that the relevant circumstances arise.
- 5 Condition 1 (subject to Rule 12 of the Code), Conditions 2.1, 2.2, and 2.3 in Part A of Appendix I above, and, if applicable, any acceptance condition if the Transaction is implemented by means of a Takeover Offer, are not subject to Rule 13.5(a) of the Code.
- 6 Any Condition that is subject to Rule 13.5(a) of the Code may be waived by Bidco.
- 7 The Mediclinic Shares acquired under the Acquisition shall be acquired fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature and together with all rights now or hereafter attaching or accruing to them, including, without limitation, voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid, or any other return of value (whether by reduction of share capital or share

premium account or otherwise) made on or after the Effective Date, save for the Agreed Dividend.

- 8** Following the Agreed Dividend record date which is currently expected to be 5 August 2022, the Acquisition Price shall be reduced by the amount of the Agreed Dividend, in which case eligible Mediclinic Shareholders will be entitled to retain the Agreed Dividend when paid (which is currently expected to be on 26 August 2022).

If, on or after the date of this announcement and prior to or on the Effective Date any dividend, distribution or other return of value, save for the Agreed Dividend, is declared, paid or made, or becomes payable by Mediclinic, or the Agreed Dividend exceeds 3 pence per Mediclinic Share, Bidco reserves the right (without prejudice to any right of Bidco and with the consent of the Panel, to invoke Condition 3(i)(ii) of Appendix I above) to reduce the consideration payable under the Acquisition to reflect the aggregate amount of such dividend, distribution, or other return of value or excess. In such circumstances, eligible Mediclinic Shareholders shall be entitled to retain any such dividend, distribution, or other return of value declared, made, or paid.

If on or after the date of this announcement, and to the extent that any such dividend, distribution or other return of value has been declared, paid, or made, or becomes payable by Mediclinic on or prior to the Effective Date and Bidco exercises its rights under this paragraph 8 to reduce the consideration payable under the terms of the Acquisition, any reference in this announcement to the consideration payable under the terms of the Acquisition shall be deemed to be a reference to the consideration as so reduced.

If and to the extent that such a dividend, distribution, or other return of value has been declared or announced, but not paid or made, or is not payable by reference to a record date on or prior to the Effective Date and is or shall be (i) transferred pursuant to the Acquisition on a basis which entitles Bidco to receive the dividend, distribution, or other return of value and to retain it; or (ii) cancelled, the consideration payable under the terms of the Acquisition shall not be subject to change in accordance with this paragraph 8.

Bidco also reserves the right to reduce the consideration payable under the Acquisition in such circumstances as are, and by such amount as is, permitted by the Panel. Any exercise by Bidco of its rights referred to in this paragraph 8 shall be the subject of an announcement and, for the avoidance of doubt, shall not be regarded as constituting any revision or variation of the Acquisition.

- 9** Bidco reserves the right to elect (with the consent of the Panel, and subject to the terms of the Co-operation Agreement) to implement the Acquisition by way of a Takeover Offer for the Mediclinic Shares (other than the 328,497,888 Mediclinic Shares owned by the Relevant Remgro Subsidiaries) as an alternative to the Scheme. In such event, the Takeover Offer shall be implemented on the same terms, so far as applicable, and subject to the terms of the Co-operation Agreement, as those which would apply to the Scheme, subject to appropriate amendments, including (without limitation) an acceptance condition set (subject to the terms of the Co-operation Agreement) at a level permitted by the Panel and any amendments required in connection with the delisting of Mediclinic as contemplated in paragraph 13 of this announcement.

- 10** The availability of the Acquisition to persons not resident in the United Kingdom may be affected by the laws or regulatory requirements of the relevant jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements.

- 11** The Acquisition is not being made, directly or indirectly, in, into or from, or by use of the mails of, or by any means of instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of, any jurisdiction where to do so would violate the laws of that jurisdiction.

- 12** The Acquisition is governed by the law of England and Wales and is subject to the jurisdiction of the courts of England and Wales and to the Conditions and further terms set out in this Appendix I and to be set out in the Scheme Document. The Acquisition shall be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange, the Johannesburg Stock Exchange and the Namibian Stock Exchange and the Financial Conduct Authority.

- 13** Each of the Conditions shall be regarded as a separate Condition and shall not be limited by reference to any other Condition.

**APPENDIX II**  
**SOURCES OF INFORMATION AND BASES OF CALCULATION**

- (i) As at 2 August 2022 (being the latest practicable date prior to publication of this announcement), there were 737,243,810 Mediclinic Shares in issue. The International Securities Identification Number for Mediclinic Shares is GB00B8HX8Z88.
- (ii) The value of the Acquisition based on the Acquisition Price of 504 pence per Mediclinic Share is calculated on the basis of the 737,243,810 Mediclinic Shares in issue (as set out in paragraph (i) above) and on the assumption that no Mediclinic Shares will be issued on or after the date of this announcement and all options and awards pursuant to the Mediclinic Share Plans will be settled in cash or using shares purchased in the market.
- (iii) The Closing Prices are taken from the Daily Official List.
- (iv) Volume-weighted average prices have been derived from Bloomberg and have been rounded to the nearest whole number.
- (v) The implied enterprise value of approximately £6.1 billion for Mediclinic is calculated by reference to the value of the Acquisition referenced in paragraph (ii) above **plus** reported net incurred debt of £1,269 million as at 31 March 2022, reported lease liabilities of £786 million as at 31 March 2022, non-controlling interests of £92 million as at 31 March 2022 (being reported non-controlling interests of £139 million less £47 million attributable to the combined company of Clinique des Grangettes and Clinique La Colline), a reported written put option redemption liability of £126 million as at 31 March 2022 relating to a put/call agreement over the remaining 40 per cent. interest in the combined company of Clinique des Grangettes and Clinique La Colline, and reported net retirement benefit obligations of £138 million as at 31 March 2022, **less** reported equity instruments of £7 million as at 31 March 2022.
- (vi) The stated enterprise value multiple of approximately 11.2 times is calculated by reference to the implied enterprise value referenced in paragraph (v) above, **less** equity investments of £294 million comprising £5 million reported unlisted investments in associates and £4 million reported investment in joint venture as at 31 March 2022, and the market value of Mediclinic's approximately 29.7 per cent. holding in Spire Healthcare Group plc of £285 million, based on Mediclinic's holding of 119,923,335 ordinary shares in Spire Healthcare Group plc and the closing share price of Spire Healthcare Group plc on the London Stock Exchange of 238 pence per share on 2 August 2022 (being the latest practicable date prior to this announcement), divided by Mediclinic's reported adjusted EBITDA for the year ended 31 March 2022 of £522 million.
- (vii) Unless otherwise stated, the financial information relating to Mediclinic is extracted from the audited consolidated financial statements of Mediclinic for the financial year to 31 March 2022, prepared in accordance with IFRS.
- (viii) Certain figures included in this announcement have been subject to rounding adjustments.

**APPENDIX III  
IRREVOCABLE UNDERTAKINGS**

The following Independent Mediclinic Directors have given irrevocable undertakings to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting and, if Bidco exercises its right to implement the Acquisition by way of a Takeover Offer, to accept or procure acceptance of such offer:

<b>Name of Mediclinic Director</b>	<b>Number of Mediclinic Shares in respect of which undertaking is given</b>	<b>Percentage of Mediclinic issued share capital</b>
Carel Aron van der Merwe	61,630	0.008%
Petrus Jurgens Myburgh	94,500	0.013%
Danie Meintjes	123,900	0.017%
Thomas Singer	20,000	0.003%
<b>TOTAL</b>	<b>300,030</b>	<b>0.041%</b>

These irrevocable undertakings also extend to any shares acquired by the Independent Mediclinic Directors as a result of the vesting of awards or the exercise of options under the Mediclinic Share Plans.

The obligations of the Independent Mediclinic Directors under the irrevocable undertakings shall remain binding in the event a higher competing offer is made for Mediclinic but shall terminate and be of no further force and effect:

- if Bidco announces, with the consent of the Panel, that it does not intend to proceed with the Acquisition and no new, revised or replacement scheme of arrangement (or Takeover Offer) is announced by Bidco in accordance with Rule 2.7 of the Code;
- on the earlier of: (i) the Long-Stop Date; or (ii) the date on which the Scheme is withdrawn or lapses in accordance with its terms and no new, revised or replacement scheme of arrangement (or Takeover Offer) is announced by Bidco in accordance with Rule 2.7 of the Code; or
- if any competing offer for the issued and to be issued ordinary share capital of Mediclinic is made which becomes or is declared unconditional (if implemented by way of a Takeover Offer) or otherwise becomes effective (if implemented by way of a scheme of arrangement).

## APPENDIX IV DEFINITIONS

The following definitions apply throughout this announcement unless the context requires otherwise:

<b>Acquisition</b>	the recommended cash offer being made by Bidco to acquire the entire issued and to be issued ordinary share capital of Mediclinic (excluding the 328,497,888 Mediclinic Shares owned by the Relevant Remgro Subsidiaries which are not Scheme Shares) to be effected by means of the Scheme (or by way of Takeover Offer under certain circumstances described in this announcement) and, where the context admits, any subsequent revision, variation, extension or renewal thereof
<b>Acquisition Price</b>	504p per Mediclinic Share
<b>Agreed Dividend</b>	the final dividend of 3p for each Mediclinic Share for the financial year ended 31 March 2022
<b>Antitrust Regulator</b>	any central bank, ministry, governmental, quasi-governmental, supranational (including the European Union), statutory, regulatory or investigative body, authority or tribunal (including any national or supranational antitrust, competition or merger control authority (including the European Commission and the UK Competition and Markets Authority), any sectoral ministry or regulator and any foreign investment review body), national, state, municipal or local government (including any subdivision, court, tribunal, administrative agency or commission or other authority thereof), any entity owned or controlled by them, any private body exercising any regulatory, taxing, importing or other authority, trade agency, association, institution or professional or environmental body in any jurisdiction
<b>Authorisations</b>	regulatory authorisations, orders, recognitions, grants, consents, clearances, confirmations, certificates, licences, permissions or approvals, in each case of a Third Party
<b>Bidco</b>	Manta Bidco Limited
<b>Bid Conduct Agreement</b>	the bid conduct agreement entered into between Remgro and SAS on 4 August 2022, as described in paragraph 11 of this announcement
<b>Blocking Law</b>	(i) any provision of Council Regulation (EC) No 2271/1996 of 22 November 1996 (or any law or regulation implementing such Regulation in any member state of the European Union); or (ii) any provision of Council Regulation (EC) No 2271/1996 of 22 November 1996, as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018
<b>Business Day</b>	a day (other than Saturdays, Sundays and public holidays in the UK) on which banks are open for business in London, Johannesburg and Windhoek
<b>Centerview</b>	Centerview Partners UK LLP
<b>Closing Price</b>	the closing middle market price of a Mediclinic Share on a particular trading day as derived from the Daily Official List
<b>Code</b>	the City Code on Takeovers and Mergers
<b>Companies Act</b>	the Companies Act 2006, as amended from time to time
<b>Conditions</b>	the conditions to the implementation of the Acquisition, as set out in Appendix I to this announcement and to be set out in the Scheme Document
<b>Consortium</b>	Remgro and SAS
<b>Co-operation Agreement</b>	the agreement dated 4 August 2022 between Bidco, SAS, Remgro and Mediclinic relating to, among other things, the implementation of the Acquisition, as described in paragraph 11 of this announcement

<b>Court</b>	the High Court of Justice in England and Wales
<b>Court Hearing</b>	the hearing by the Court of the application to sanction the Scheme under Part 26 of the Companies Act
<b>Court Meeting</b>	the meeting of Scheme Shareholders to be convened pursuant to an order of the Court under section 896 of the Companies Act for the purpose of considering and, if thought fit, approving the Scheme (with or without amendment), including any adjournment thereof, notice of which is to be contained in the Scheme Document
<b>Court Order</b>	the order of the Court sanctioning the Scheme
<b>Credit Suisse</b>	Credit Suisse International
<b>CREST</b>	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear
<b>Daily Official List</b>	the Daily Official List published by the London Stock Exchange
<b>Dealing Arrangement</b>	an arrangement of the kind referred to in Note 11(a) on the definition of acting in concert in the Code
<b>Dealing Disclosure</b>	has the same meaning as in Rule 8 of the Code
<b>Disclosed</b>	the information disclosed by, or on behalf of Mediclinic, (i) in the annual report and accounts of the Mediclinic Group for the financial year ended 31 March 2022; (ii) in this announcement (or any of the documents listed in paragraph 17 of this announcement) ; (iii) in any other announcement to a Regulatory Information Service by, or on behalf of Mediclinic prior to the publication of this announcement; (iv) in filings with the Registrar of Companies in the last two years; (v) as otherwise fairly disclosed to Bidco, Remgro or SAS (or each of their respective officers, employees, agents or advisers) in writing prior to the date of this announcement (including via the virtual data room operated by or on behalf of Mediclinic and any written replies to information requests and correspondence in connection therewith); or (vi) expressly disclosed to Bidco, Remgro or SAS (or each of their respective officers, employees, agents or advisers) during any management due diligence sessions held by Mediclinic in respect of the Acquisition and any written replies and correspondence in connection therewith
<b>Effective</b>	in the context of the Acquisition: <ul style="list-style-type: none"> <li>(a) if the Acquisition is implemented by way of the Scheme, the Scheme having become effective pursuant to its terms; or</li> <li>(b) if the Acquisition is implemented by way of a Takeover Offer, such Takeover Offer having been declared and become unconditional in accordance with the Code</li> </ul>
<b>Effective Date</b>	the date on which either the Scheme becomes Effective in accordance with its terms or, subject to the terms of the Co-operation Agreement, if Bidco elects, and the Panel consents, to implement the Acquisition by way of a Takeover Offer, the date on which such Takeover Offer becomes or is declared unconditional
<b>Enlarged Group</b>	the combined Mediclinic Group and Bidco following completion of the Acquisition
<b>Euroclear</b>	Euroclear UK & Ireland International Limited
<b>FAIS Act</b>	the South African Financial Advisory and Intermediary Services Act (No 37 of 2002), as amended

<b>FCA or Financial Conduct Authority</b>	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the UK Financial Services and Markets Act 2000 or its successor from time to time
<b>Financial Markets Act</b>	the South African Financial Markets Act (No 19 of 2012), as amended
<b>Forms of Proxy</b>	the forms of proxy in connection with each of the Court Meeting and the General Meeting, which shall accompany the Scheme Document
<b>FY23</b>	in relation to Mediclinic, the financial year ending 31 March 2023
<b>General Meeting</b>	the general meeting of Mediclinic Shareholders (including any adjournment thereof) to be convened in connection with the Scheme
<b>IFRS</b>	International Financial Reporting Standards
<b>Independent Mediclinic Directors</b>	the directors of Mediclinic from time to time, other than Jannie Durand (and his alternate director) and (to the extent applicable) any other director of Mediclinic appointed by Remgro pursuant to the Relationship Agreement (and such director's alternate director)
<b>Initial Proposal</b>	the initial proposal made by the Consortium on 26 May 2022 to acquire the entire issued and to be issued ordinary share capital of Mediclinic not already owned by the Relevant Remgro Subsidiaries
<b>Johannesburg Stock Exchange</b>	either (i) the JSE Limited (registration number 2005/022939/06), a public company duly registered and incorporated in accordance with the laws of South Africa and licensed as an exchange under the Financial Markets Act; or (ii) the securities exchange operated by JSE Limited, depending on context
<b>Joint Defence Agreement</b>	the joint defence agreement dated 3 August 2022 between Bidco, Remgro, Mediclinic and their respective legal advisers, as described in paragraph 11 of this announcement
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Long-stop Date</b>	30 June 2023, or such later date as may be agreed by Bidco and Mediclinic (with the Panel's consent and as the Court may approve (if such approval(s) are required))
<b>Mediclinic or the Company</b>	Mediclinic International plc
<b>Mediclinic Directors</b>	the directors of Mediclinic from time to time
<b>Mediclinic Group or the Group</b>	Mediclinic and its subsidiary undertakings and, where the context permits, each of them
<b>Mediclinic Shareholders</b>	the holders of Mediclinic Shares
<b>Mediclinic Shares</b>	the existing unconditionally allotted or issued and fully paid ordinary shares of 10 pence each in the capital of Mediclinic and any further such ordinary shares which are unconditionally allotted or issued before the Scheme becomes Effective
<b>Mediclinic Share Plans</b>	the Mediclinic International plc Long Term Incentive Plan 2013, the Mediclinic International plc Annual Share Incentive Plan and the Mediclinic International plc 2022 Omnibus Share Plan
<b>Morgan Stanley</b>	Morgan Stanley & Co. International plc
<b>M&amp;M Capital</b>	M&M Capital Ltd
<b>Namibia</b>	the Republic of Namibia
<b>Namibian Competition Act</b>	the Namibian Competition Act (No 2 of 2003), as amended

<b>Namibian Competition Authorities</b>	the commission established pursuant to Chapter 2 of the Namibian Competition Act or the Minister of Trade and Industry, the Namibian High Court, or the Namibian Supreme Court, as the case may be
<b>Namibian Stock Exchange</b>	the Namibian Stock Exchange, operated under the Namibian Stock Exchanges Control Act (No 1 of 1985), as amended
<b>Nomura</b>	Nomura International Plc
<b>Offer Period</b>	the offer period (as defined by the Code) relating to Mediclinic, which commenced on 9 June 2022
<b>Opening Position Disclosure</b>	has the same meaning as in Rule 8 of the Code
<b>Overseas Shareholders</b>	Mediclinic Shareholders (or nominees of, or custodians or trustees for Mediclinic Shareholders) not resident in, or nationals or citizens of, the United Kingdom
<b>Panel</b>	the Panel on Takeovers and Mergers
<b>Registrar of Companies</b>	the Registrar of Companies in England and Wales
<b>Regulatory Information Service</b>	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements
<b>Relationship Agreement</b>	means the relationship agreement entered into on 14 October 2015 between Mediclinic and Remgro
<b>Relevant Remgro Subsidiaries</b>	means the following wholly-owned subsidiaries of Remgro: Remgro Health Limited; Remgro Healthcare Holdings Proprietary Limited; and Remgro Jersey GBP Limited
<b>Restricted Jurisdiction</b>	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Acquisition is sent or made available to Mediclinic Shareholders in that jurisdiction or would result in a requirement to comply with any governmental or other consent or any registration, filing, or other formality which Mediclinic regards as overly onerous
<b>Scheme or Scheme of Arrangement</b>	the proposed scheme of arrangement under Part 26 of the Companies Act between Mediclinic and the Scheme Shareholders in connection with the Acquisition, with or subject to any modification, addition or condition approved or imposed by the Court and agreed by Mediclinic and Bidco
<b>Scheme Document</b>	the document to be sent to Mediclinic Shareholders containing, amongst other things, the Scheme and the notices convening the Court Meeting and the General Meeting
<b>Scheme Record Time</b>	the time and date specified in the Scheme Document, expected to be 18:00 on the Business Day immediately prior to the Effective Date
<b>Scheme Shareholder</b>	a holder of Scheme Shares at any relevant date or time;
<b>Scheme Shares</b>	the Mediclinic Shares: <ul style="list-style-type: none"> <li>(a) in issue as at the date of the Scheme Document;</li> <li>(b) (if any) issued after the date of the Scheme Document but prior to the Scheme Voting Record Time; and</li> <li>(c) (if any) issued on or after the Scheme Voting Record Time and before the Scheme Record Time, either on terms that the original or any subsequent holders thereof shall be bound by the Scheme or in respect of which the holders thereof shall have agreed in writing to be bound by the Scheme,</li> </ul>

but, in each case, other than the 328,497,888 Mediclinic

	Shares owned by the Relevant Remgro Subsidiaries as at 2 August 2022 (being the latest practicable date prior to this announcement)
<b>Scheme Voting Record Time</b>	the time and date specified in the Scheme Document by reference to which entitlement to vote on the Scheme will be determined
<b>Shareholders' Agreement</b>	the shareholders' agreement entered into between the Relevant Remgro Subsidiaries, SAS and Bidco on 4 August 2022, as described in paragraph 11 of this announcement
<b>Significant Interest</b>	in relation to an undertaking, a direct or indirect interest of 20 per cent. or more of the total voting rights conferred by the equity share capital (as defined in section 548 of the Companies Act) of such undertaking
<b>South Africa</b>	the Republic of South Africa
<b>South Africa Competition Act</b>	the South African Competition Act (No 89 of 1998), as amended
<b>South Africa Competition Authorities</b>	the commission established pursuant to Chapter 4, Part A of the South African Competition Act or the tribunal established pursuant to Chapter 4, Part B of the South African Competition Act or the appeal court established pursuant to Chapter 4, Part C of the South African Competition Act or the South African Constitutional Court, as the case may be
<b>Standard Bank</b>	The Standard Bank of South Africa Limited
<b>Subscription and Rollover Agreement</b>	the Agreement dated 4 August 2022 between the Relevant Remgro Subsidiaries, SAS and Bidco, as described in paragraph 10 of this announcement
<b>Takeover Offer</b>	should the Acquisition be implemented by way of a Takeover Offer as defined in Chapter 3 of Part 28 of the Companies Act, the offer to be made by or on behalf of Bidco to acquire the entire issued and to be issued ordinary share capital of Mediclinic (excluding the 328,497,888 Mediclinic Shares owned by the Relevant Remgro Subsidiaries which are not Scheme Shares) and, where the context admits, any subsequent revision, variation, extension or renewal of such takeover offer
<b>Third Party</b>	each of a central bank, government or governmental, quasi-governmental, supranational, statutory, regulatory, environmental, administrative, fiscal or investigative body, court, trade agency, association, institution, environmental body, employee representative body or any other body or person whatsoever in any jurisdiction
<b>UBS</b>	UBS AG London Branch
<b>United Kingdom or UK</b>	the United Kingdom of Great Britain and Northern Ireland
<b>United States or US</b>	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia and all other areas subject to its jurisdiction and any political sub-division thereof
<b>US Exchange Act</b>	the United States Securities Exchange Act 1934, as amended
<b>Wider Bidco Group</b>	Bidco, Remgro, SAS and associated undertakings and any other body corporate, partnership, joint venture or person in which these entities (aggregating their interests) have a Significant Interest (excluding the Wider Mediclinic Group)
<b>Wider Mediclinic Group</b>	Mediclinic and associated undertakings and any other body corporate, partnership, joint venture or person in which Mediclinic and such undertakings (aggregating their interests) have a Significant Interest.

For the purposes of this announcement, "**subsidiary**", "**subsidiary undertaking**", "**undertaking**" and

"**associated undertaking**" have the respective meanings given thereto by the Companies Act.

All references to "**pounds**", "**pounds Sterling**", "**Sterling**", "**£**", "**pence**", "**penny**" and "**p**" are to the lawful currency of the United Kingdom.

All the times referred to in this announcement are London times unless otherwise stated.

References to the singular include the plural and vice versa.

## APPENDIX V FY23 GUIDANCE

The following FY23 guidance statements set out in Mediclinic's 2022 Full-Year Results (the "**FY23 Guidance Statements**") are classed as profit forecasts for the purposes of the Code on Takeovers and Mergers:

*"Expect increased client activity to drive further revenue growth, margin expansion and improved earnings"*

*"In the year ahead, we expect to benefit from a continued increase in client activity which will drive further improvement in our profitability and earnings."*

*"In FY23, we expect a combination of volume growth and efficiency gains to continue to drive the Group towards pre-pandemic profitability, alongside a meaningful improvement in earnings."*

*"The Group expects the positive momentum in revenue growth, margin improvement and earnings of FY22 to continue in FY23, driven by increased client activity supported by expected underlying economic growth in all three regions. Seasonal trends in patient activity levels, most notably in Switzerland and the Middle East, are expected to return, in the absence of any material new waves of COVID-19. Improving profitability and strong cash generation are expected to support continued deleveraging."*

*Switzerland expects to deliver modest FY23 revenue growth and EBITDA margin improvement to around 16%.*

*Southern Africa expects to deliver FY23 revenue growth in the mid-single digit percentage range and an EBITDA margin improvement, approaching 20%.*

*The Middle East expects to deliver FY23 revenue growth in the high-single digit percentage range and an EBITDA margin improvement approaching the mid-15% range."*

### ***Basis of preparation***

The FY23 Guidance Statements are based on the Group's current internal forecast for the remainder of the year ending 31 March 2023.

The basis of accounting used for the FY23 Guidance Statements is consistent with the Group's existing accounting policies, which are in accordance with U.K. adopted International Accounting Standards, IFRS as adopted by the EU and IFRS as issued by the International Accounting Standards Board, were applied in the preparation of the Group's financial statements for the year ending 31 March 2022 and are expected to be applied in the preparation of the Group's financial statements for the year ending 31 March 2023. The divisional information has been prepared on the basis on local currencies in each of the relevant divisions, being South African rand in Southern Africa, Swiss franc in Switzerland and UAE dirham in the Middle East.

The FY23 Guidance Statements have been prepared on the basis referred to above and subject to the principal assumptions set out below. The FY23 Guidance Statements are inherently uncertain and there can be no guarantee that any of the factors referred to under 'Principal Assumptions' below will not occur and/or, if they do, their effect on the Group's results of operations, financial condition or financial performance, may be material. The FY23 Guidance Statements should therefore be read in this context and construed accordingly.

### ***Principal Assumptions***

Factors outside the influence or control of the Mediclinic Directors for the year ending 31 March 2023:

- no material change to the Group's assumptions in the forecast period for patient volumes and case mix as client activity normalises and fewer direct COVID-19-related costs are incurred in line with COVID-19-related admissions receding;
- no adverse change in private healthcare market conditions or introduction of significant disruptive innovation and digitalisation (including, but without limitation, in relation to actions taken by the Group's competitors, insurance companies and healthcare authorities);
- no changes in the Group's ability to attract patients, nurses and medical practitioners;
- no material changes to the Group's assumptions in the forecast period on the effects of seasonality and public and school holidays affecting availability of patients, nurses and medical practitioners;

- no change in client preferences for private healthcare that the Group is unable to address through changes in its service offering;
- no adverse changes for the Group in supply chain costs and the availability of consumables and supplies (for example, as a result of material supply chain disruptions) and/or the Group's employee costs;
- there will be no adverse change to current prevailing global macroeconomic and political conditions (including geopolitical tension, further escalation of conflict or war in or affecting areas where the Group operates (or any sanctions imposed in response to any such events)) which is material in the context of the FY23 Guidance Statements;
- no change in legislation or regulatory requirements relating to the Group or the legislative or regulatory environment within which the Group operates;
- no change in general sentiment towards the Group and/or its operations which has an impact on its ability to attract consultants and healthcare practitioners and to operate its business and increase referrals;
- no business disruption affecting the Group, its customers, its supply chain or other stakeholders (including, but without limitation, any COVID-19-related lockdowns and restrictions, natural disasters, severe adverse weather, acts of terrorism, cyberattacks, workforce shortages or labour disputes);
- there will be no litigation or contractual disputes which are material in the context of the Group;
- there will be no material movements in foreign exchange rates compared with the Group's estimates;
- no change in the Group's existing debt arrangements, or its ability to access external financing; and
- no change in the accounting standards or policies which were used for the FY23 Guidance Statements.

Factors within the influence or control of the Mediclinic Directors for the year ending 31 March 2023:

- no change to the strategy or operation of the Group's divisions;
- no deterioration in the Group's relationships with patients, nurses or medical practitioners;
- no health and safety issues experienced by the Group;
- no unplanned capital expenditure or asset disposals conducted by or affecting the Group;
- no significant acquisitions, disposals, developments, partnerships or joint venture agreements will be entered into by the Group and no existing partnerships or joint venture agreements will be terminated or amended, in each case, which have an adverse impact on the Group's income or expenditure which is material in the context of the FY23 Guidance Statements; and
- no change in key management of the Group;

in the case of each principal assumption, which is material in the context of the FY23 Guidance Statements.

#### ***Directors' Confirmation***

The Mediclinic Directors confirm that the FY23 Guidance Statements remain valid and have been properly compiled on the basis of the principal assumptions stated above and that the basis of accounting used is consistent with Mediclinic's accounting policies as set out above.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact [rns@lseg.com](mailto:rns@lseg.com) or visit [www.rns.com](http://www.rns.com).

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

OFFGUGDICXGDGDS