

Mediclinic Intl plc - Rule 8.4

November 24, 2022

RNS Number : 5492H
Mediclinic International plc
24 November 2022

Mediclinic International plc
(Incorporated in England and Wales)
Company Number: 08338604
LSE Share Code: MDC
JSE Share Code: MEI
NSX Share Code: MEP
ISIN: GB00B8HX8Z88
LEI: 2138002S5BSBIZTD5I60
South African income tax number: 9432434182
(‘Mediclinic’, the ‘Company’, or the ‘Group’)

24 November 2022

FORM 8 (DD)

**PUBLIC DEALING DISCLOSURE BY A PARTY TO AN OFFER OR PERSON ACTING IN CONCERT
(INCLUDING DEALINGS FOR THE ACCOUNT OF DISCRETIONARY INVESTMENT CLIENTS)
Rules 8.1, 8.2 and 8.4 of the Takeover Code (the ‘Code’)**

1. KEY INFORMATION

(a) Full name of discloser:	Dr Carel Aron van der Merwe
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Mediclinic International plc
(d) Status of person making the disclosure: <i>e.g. offeror, offeree, person acting in concert with the offeror/offeree (specify name of offeror/offeree)</i>	Person acting in concert with the offeree (Mediclinic International plc)

(e) Date dealing undertaken:	21 November 2022
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	N/A

2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing

Class of relevant security:				
	Interests		Short positions	
	Number	% ⁽¹⁾	Number	%
(1) Relevant securities owned and/or controlled:	66 406 ⁽²⁾	0.009%	Nil	Nil
(2) Cash-settled derivatives:	Nil	Nil	Nil	Nil
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	Nil	Nil	Nil
TOTAL:	66 406	0.009%	Nil	Nil

⁽¹⁾ Total number of ordinary shares of Mediclinic International plc is 737 243 810 as of 21 November 2022. The percentages have been rounded to the four nearest decimal places.

⁽²⁾ Carel Aron van der Merwe owns 61,630 and Persons Closely Associated with Carel Aron van der Merwe own 4 776 ordinary shares.

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) Rights to subscribe for new securities (including directors' and other employee options)

Class of relevant security in relation to which subscription right exists:	Mediclinic International plc ordinary shares of 10 pence each																																																
Details, including nature of the rights concerned and relevant percentages:	<p>Short-Term Incentive Plan</p> <table border="1" data-bbox="412 457 1143 737"> <thead> <tr> <th data-bbox="412 457 591 604">Number of ordinary shares</th> <th data-bbox="591 457 789 604">Date of grant</th> <th data-bbox="789 457 987 604">Release date</th> <th colspan="2" data-bbox="987 457 1143 604">Exercise price (per share)</th> </tr> </thead> <tbody> <tr> <td data-bbox="412 604 591 667">122 614</td> <td data-bbox="591 604 789 667">04/06/2021</td> <td data-bbox="789 604 987 667">05/06/2023</td> <td colspan="2" data-bbox="987 604 1143 667">Nil</td> </tr> <tr> <td data-bbox="412 667 591 737">74 718</td> <td data-bbox="591 667 789 737">05/08/2022</td> <td data-bbox="789 667 987 737">05/08/2024</td> <td colspan="2" data-bbox="987 667 1143 737">Nil</td> </tr> </tbody> </table> <p>Long-Term Incentive Plan (subject to performance conditions)</p> <table border="1" data-bbox="412 856 1170 1283"> <thead> <tr> <th data-bbox="412 856 561 1087">Maximum number of ordinary shares awarded</th> <th data-bbox="561 856 716 1087">Date of grant</th> <th data-bbox="716 856 870 1087">Vesting date</th> <th data-bbox="870 856 1024 1087">Lapse date</th> <th data-bbox="1024 856 1170 1087">Exercise price (per share)</th> </tr> </thead> <tbody> <tr> <td data-bbox="412 1087 561 1150">390 661</td> <td data-bbox="561 1087 716 1150">14/12/2020</td> <td data-bbox="716 1087 870 1150">13/12/2025</td> <td data-bbox="870 1087 1024 1150">14/12/2023</td> <td data-bbox="1024 1087 1170 1150">Nil</td> </tr> <tr> <td data-bbox="412 1150 561 1213">356 181</td> <td data-bbox="561 1150 716 1213">04/06/2021</td> <td data-bbox="716 1150 870 1213">03/06/2026</td> <td data-bbox="870 1150 1024 1213">04/06/2024</td> <td data-bbox="1024 1150 1170 1213">Nil</td> </tr> <tr> <td data-bbox="412 1213 561 1283">237 716</td> <td data-bbox="561 1213 716 1283">05/08/2022</td> <td data-bbox="716 1213 870 1283">04/08/2027</td> <td data-bbox="870 1213 1024 1283">04/08/2025</td> <td data-bbox="1024 1213 1170 1283">Nil</td> </tr> </tbody> </table> <p>Long-Term Incentive Plan (not subject to performance conditions)⁽¹⁾</p> <table border="1" data-bbox="412 1402 1143 1619"> <thead> <tr> <th data-bbox="412 1402 591 1549">Number of ordinary shares</th> <th data-bbox="591 1402 789 1549">Date of grant</th> <th data-bbox="789 1402 987 1549">Vesting date</th> <th colspan="2" data-bbox="987 1402 1143 1549">Exercise price (per share)</th> </tr> </thead> <tbody> <tr> <td data-bbox="412 1549 591 1619">45 185</td> <td data-bbox="591 1549 789 1619">19/06/2019</td> <td data-bbox="789 1549 987 1619">18/06/2024</td> <td colspan="2" data-bbox="987 1549 1143 1619">Nil</td> </tr> </tbody> </table> <p data-bbox="412 1667 1170 1927">(1) On 19 May 2022, the Remuneration Committee approved the vesting of the Long-Term Incentive Plan Award granted to Carel Aron van der Merwe at 12.1% of maximum based on the achievement against performance targets, equating to 45 185 shares. This award will be cash settled (as permitted under the remuneration policy in place at the time and indicated in the Company's annual report for the financial year ended 31 March 2019), as soon as practicable after vesting on 18 June 2024.</p>				Number of ordinary shares	Date of grant	Release date	Exercise price (per share)		122 614	04/06/2021	05/06/2023	Nil		74 718	05/08/2022	05/08/2024	Nil		Maximum number of ordinary shares awarded	Date of grant	Vesting date	Lapse date	Exercise price (per share)	390 661	14/12/2020	13/12/2025	14/12/2023	Nil	356 181	04/06/2021	03/06/2026	04/06/2024	Nil	237 716	05/08/2022	04/08/2027	04/08/2025	Nil	Number of ordinary shares	Date of grant	Vesting date	Exercise price (per share)		45 185	19/06/2019	18/06/2024	Nil	
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			relates				
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(ii) Exercise

Class of relevant security	Product description <i>e.g. call option</i>	Exercising/ exercised against	Number of securities	Exercise price per unit
N/A	N/A	N/A	N/A	N/A

(d) Other dealings (including subscribing for new securities)

Class of relevant security	Nature of dealing <i>e.g. subscription, conversion</i>	Details	Price per unit (if applicable)
Mediclinic International plc ordinary shares of 10 pence each	Vesting of award granted under the Company's Short Term Incentive Plan	Vesting and cash settlement of an award over 20 391 ordinary shares in the Company granted in respect of the Company's financial year ended 31 March 2020 under the Company's Short Term Incentive Plan	N/A

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

<p>Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer or person acting in concert making the disclosure and any other person:</p> <p><i>Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"</i></p>
None.

(b) Agreements, arrangements or understandings relating to options or derivatives

<p>Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer or person acting in concert making the disclosure and any other person relating to:</p> <p>(i) the voting rights of any relevant securities under any option; or</p> <p>(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:</p> <p><i>If there are no such agreements, arrangements or understandings, state "none"</i></p>
<p>None.</p>

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	24 November 2022
Contact name:	Company Secretary, Link Company Matters Limited Caroline Emmet
Telephone number:	+44 (0)333 300 1930

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.

The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.

ABOUT MEDICLINIC INTERNATIONAL PLC

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.

The Group's core purpose is to enhance the quality of life.

Its vision is to be the partner of choice that people trust for all their healthcare needs.

Mediclinic is focused on providing specialist-orientated, multi-disciplinary services across the continuum of care in such a way that the Group will be regarded as the most respected and trusted provider of healthcare services by patients, medical practitioners, funders and regulators of healthcare in each of its markets.

At 30 September 2022, Mediclinic comprised 74 hospitals, five subacute hospitals, three mental health facilities, 21 day case clinics and 23 outpatient clinics. Hirslanden operated 17 hospitals and five day case clinics in Switzerland with around 1 900 inpatient beds; Mediclinic Southern Africa operations included 50 hospitals (three of which in Namibia), five subacute hospitals, three mental health facilities and 14 day case clinics (four of which operated by Intercare) across South Africa, and around 8 700 inpatient beds; and Mediclinic Middle East operated seven hospitals, two day case clinics and 23 outpatient clinics with around 1 000 inpatient beds in the UAE. In addition, under management contract Mediclinic Middle East will open a 200-bed hospital in the Kingdom of Saudi Arabia in 2023.

The Company's primary listing is on the London Stock Exchange ('LSE') in the United Kingdom, with secondary listings on the JSE in South Africa and the Namibian Stock Exchange in Namibia.

Mediclinic also holds a 29.7% (2022: 29.9%) interest in Spire Healthcare Group plc, a leading private healthcare group based in the United Kingdom and listed on the LSE.

CONTACT INFORMATION

Investor queries

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Website: www.mediclinic.com

Joint corporate brokers: Morgan Stanley & Co International plc and UBS Investment Bank

JSE sponsor (South Africa): Rand Merchant Bank (A division of FirstRand Bank Ltd)

NSX sponsor (Namibia): Simonis Storm Securities (Pty) Ltd

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