MEDICLINIC INTERNATIONAL LIMITED
Incorporated in the Republic of South Africa
(Registration number 1983/010725/06)
Share Code: MDC
ISIN: ZAE000074142
("Mediclinic" or "the Company" or "the Group")

CIRCULAR TO SHAREHOLDERS

relating to:

- **the acquisition of the minority interests in Emirates Healthcare Holdings Limited, part of which is a related party transaction in terms of the JSE Listings Requirements**

and including:

- **a notice of general meeting of shareholders; and**
- **a form of proxy for the general meeting *(green)* for use by certificated shareholders and dematerialised shareholders with "own name" registration only.**

The directors of Mediclinic, appointed as at the last practicable date, whose names appear on page 7 of this circular, collectively and individually, accept full responsibility for the accuracy of the information given in this circular and certify that, to the best of their knowledge and belief, there are no facts the omission of which would make any statement in this circular false or misleading and that they have made all reasonable enquiries to ascertain such facts and that this circular contains all information required in law and by the Listings Requirements.

Date of issue: 18 September 2012

Financial adviser and sponsor

Independent expert

Legal adviser

Independent reporting accountants and auditors

Communication adviser

CORPORATE INFORMATION AND ADVISERS

Company secretary and registered office
GC Hattingh (B.Acc (Hons), CA(SA))
Mediclinic Offices
Strand Road
Stellenbosch, 7600
(PO Box 456, Stellenbosch, 7599)

Legal adviser
DLA Cliffe Dekker Hofmeyr Inc.
(Registration number 2008/018923/21)
11 Buitengracht Street
Cape Town, 8001
(PO Box 695, Cape Town, 8000)

Communication adviser
CapitalVoice Proprietary Limited
(Registration number 2009/017335/07)
Castel del Monte, 16 Hume Road
Dunkeld West, 2196
(PO Box 951, Parklands, 2121)

Financial adviser and sponsor
Rand Merchant Bank
(A division of FirstRand Bank Limited)
(Registration number 1929/001225/06)
1 Merchant Place
Corner Fredman Drive and Rivonia Road
Sandton, 2196
(PO Box 786273, Sandton, 2146)

Transfer secretaries
Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

Independent reporting accountants and auditors
PricewaterhouseCoopers Inc.
(Registration number 1998/012055/21)
Capital Place
15 – 21 Neutron Avenue
Techno Park
Stellenbosch, 7600
(PO Box 57, Stellenbosch, 7599)

Independent expert
PricewaterhouseCoopers Corporate Finance
Proprietary Limited
(Registration number 1970/003711/07)
2 Eglin Road
Sunninghill, 2157
(Private Bag X36, Sunninghill, 2157)

Date of incorporation of Mediclinic
3 October 1983

Place of incorporation of Mediclinic
South Africa

TABLE OF CONTENTS

ACTION REQUIRED BY SHAREHOLDERS

This circular is important and requires your immediate attention. Please take careful note of the following provisions regarding the action required by Mediclinic shareholders. If you are in any doubt as to what action to take, please consult your attorney, broker, CSDP or other professional adviser immediately. If you have disposed of all of your Mediclinic shares, this circular should be handed to the purchaser of such shares or the attorney, broker, CSDP or other agent who disposed of your Mediclinic shares for you.

The definitions and interpretations commencing on page 4 of this circular apply to this section.

A general meeting of Mediclinic shareholders will be held at 09:30 on Tuesday, 16 October 2012, at Neethlingshof Estate, Polkadraai Road, Vlottenburg, Stellenbosch to consider and if deemed fit, pass, *inter alia*, the resolution required to authorise the implementation of the Varkey stake acquisition. A notice convening the general meeting is attached to and forms part of this circular.

Action required by certificated Mediclinic shareholders

You are entitled to attend and vote, or be represented by proxy, at the general meeting.

If you are unable to attend the general meeting, but wish to be represented thereat, you must complete and return the attached form of proxy *(green)*, in accordance with the instructions contained therein, to be received by the transfer secretaries, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001, South Africa (PO Box 61051, Marshalltown, 2107), by no later than 09:30 on Friday, 12 October 2012.

Action required by dematerialised Mediclinic shareholders

1. If you hold dematerialised Mediclinic shares other than with "own name" registration:

1.1 Voting at the general meeting

1.1.1 Your broker or CSDP should contact you to ascertain how you wish to cast your vote at the general meeting and thereafter cast your vote in accordance with your instructions.

1.1.2 If you have not been contacted by your broker or CSDP, it is advisable for you to contact your broker or CSDP and furnish them with your voting instructions.

1.1.3 If your broker or CSDP does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in the custody agreement concluded between you and your broker or CSDP.

1.1.4 You must **not** complete the attached form of proxy *(green)*.

1.2 Attendance and representation at the general meeting

In accordance with the mandate between you and your broker or CSDP, you must advise your broker or CSDP if you wish to attend the general meeting and your broker or CSDP will issue the necessary letter of representation to you to attend the general meeting.

2. If you hold dematerialised Mediclinic shares with "own name" registration:

2.1 Voting and attendance at the general meeting

2.1.1 You may attend the general meeting in person and may vote at the general meeting.

2.1.2 Alternatively, you may appoint a proxy to represent you at the general meeting by completing the attached form of proxy *(green)* in accordance with the instructions contained therein and returning it to the transfer secretaries, to be received by no later than 09:30 on Friday, 12 October 2012.

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 4 of this circular apply to the "Salient dates and times" section of the circular.

	2012
Circular posted to Mediclinic shareholders	Tuesday, 18 September
Last day to trade to vote at the general meeting	Friday, 28 September
Voting record date to determine which shareholders are entitled to attend and vote at the general meeting	Friday, 5 October
Last day for shareholders to lodge forms of proxy *(green)* for the general meeting by 09:30	Friday, 12 October
General meeting to be held at 09:30	Tuesday, 16 October
Results of the general meeting released on SENS	Tuesday, 16 October
Results of the general meeting published in the South African press	Wednesday, 17 October

Notes:

1. The above dates and times are subject to change. Any material changes will be released on SENS and published in the South African press.
2. All times quoted in this circular are South African times.

DEFINITIONS AND INTERPRETATIONS

In this circular, unless otherwise stated or the context otherwise indicates, the words and expressions in the first column shall have the meanings stated opposite them in the second column and words and expressions in the singular shall include the plural and *vice versa*, words importing natural persons shall include corporations and associations of persons and *vice versa* and any reference to one gender shall include the other gender:

"associate"	an associate as defined in terms of the JSE Listings Requirements;
"bn"	billion;
"board" or "directors"	the board of directors of Mediclinic, as at the last practicable date, whose names are set out on page 7 of this circular;
"broker"	any person registered as a broking member (equities) in terms of the rules of the JSE in accordance with the provisions of the Securities Services Act;
"business day"	any day other than a Saturday, Sunday or official public holiday in South Africa;
"cent"	South African cent in the official currency of South Africa;
"CEO"	the chief executive officer of the Company;
"certificated Mediclinic shareholders" or "certificated shareholders"	holders of certificated Mediclinic shares;
"certificated Mediclinic shares" or "certificated shares"	shares that have not been dematerialised, title to which is represented by a share certificate or other documents of title;
"CHF"	Swiss Francs, the official currency of Switzerland;
"circular" or "this document"	this bound document dated 18 September 2012 relating to the transaction, including the annexures hereto, the attached notice of general meeting and the form of proxy *(green)*;
"Companies Act"	the Companies Act (Act 71 of 2008), as amended;
"Computershare"	Computershare Investor Services Proprietary Limited (registration number 2004/003647/07), a private company duly registered and incorporated with limited liability in accordance with the laws of South Africa;
"conditions precedent"	the conditions precedent to the Varkey stake acquisition as set out in paragraph 3.2 of this circular;
"CSDP"	Central Securities Depository Participant, being a "participant" as defined in section 1 of the Securities Services Act and appointed by individual shareholders for the purposes of, and in regard to, dematerialisation in terms of such Act;
"dematerialisation" or "dematerialised"	the process by which securities held in certificated form are converted to or held in electronic form and uncertificated securities and recorded in a sub-register of securities holders by a CSDP, after the documents of title have been validated and cancelled by the transfer secretaries and captured onto the Strate system by the selected CSDP or broker, and the holding of securities is recorded electronically;
"dematerialised Mediclinic shareholders" or "dematerialised shareholders"	holders of dematerialised shares in Mediclinic;
"documents of title"	share certificates, certified transfer deeds, balance receipts, or any other documents of title to shares;
"EBITDA"	earnings before interest, taxation, depreciation and amortisation;
"Emirates Healthcare"	Emirates Healthcare Holdings Limited (registration number 1007205), a limited liability company duly incorporated in accordance with the laws of the British Virgin Islands;
"Emirates Healthcare Limited"	Emirates Healthcare Limited (registration number 632634), a limited liability company duly incorporated in accordance with the laws of the British Virgin Islands;
"EPS"	earnings per share;

"Exchange Control Regulations"	the Exchange Control Regulations, 1961, as amended, promulgated in terms of section 9 of the South African Currency and Exchanges Act, 1933 (Act 9 of 1933), as amended;
"GE"	General Electric Company, a diversified infrastructure, finance and media company, whose shares are principally listed on the New York Stock Exchange;
"general meeting"	the meeting of Mediclinic shareholders convened in terms of the notice of general meeting attached to and forming part of this circular to vote on the ordinary resolution required to approve the Varkey stake acquisition, which general meeting is expected to take place at Neethlingshof Estate, Polkadraai Road, Vlottenburg, Stellenbosch at 09:30 on Tuesday, 16 October 2012;
"GE purchase consideration"	USD23.6m or approximately ZAR195m, assuming an exchange rate of ZAR8.25/USD;
"GE sale shares"	7,000,000 ordinary shares in Emirates Healthcare held by GE, which equates to c.5.24% of the issued share capital of Emirates Healthcare;
"GE stake acquisition"	the acquisition by Mediclinic, through MCME, of the GE sale shares;
"the Group"	Mediclinic International Limited and its subsidiaries;
"HEPS"	headline earnings per share;
"Hirslanden"	Medi-Clinic Switzerland AG (registration number CH-020.3.031.411-4) a company duly incorporated in accordance with the laws of Switzerland, which is wholly owned by Mediclinic, and its subsidiaries;
"IFRS"	International Financial Reporting Standards;
"independent expert"	PricewaterhouseCoopers Corporate Finance Proprietary Limited (registration number 1970/003711/07), a company duly registered and incorporated under the laws of South Africa, who have been appointed as the independent expert, as stipulated in the Listings Requirements, in relation to the Varkey stake acquisition;
"JSE"	JSE Limited (registration number 2005/022939/06), a public company with limited liability duly incorporated in accordance with the laws of South Africa and which is licensed to operate as an exchange under the Securities Services Act;
"last practicable date"	Friday, 7 September 2012, being the last practicable date prior to the finalisation of this circular;
"Listings Requirements" or "JSE Listings Requirements"	Listings Requirements of the JSE, as amended from time to time;
"m"	million;
"MCME"	Mediclinic Middle East Holdings Limited (registration number 110806), a company with limited liability duly incorporated in accordance with the laws of Jersey;
"Mediclinic" or "the Company"	Mediclinic International Limited (registration number 1983/010725/06), a public company duly incorporated in accordance with the laws of South Africa;
"memorandum" or "MOI"	the Memorandum of Incorporation of Mediclinic adopted by a special resolution at the annual general meeting of Mediclinic held on 26 July 2012;
"NAV"	net asset value;
"NCI"	non-controlling interest;
"normalised EBITDA margin"	earnings before interest, taxation, depreciation and amortisation excluding one-off items expressed as a percentage of total revenue;
"non-resident"	person not ordinarily resident in South Africa;
"purchase consideration"	collectively, the Varkey purchase consideration and the GE purchase consideration, being USD223.6m or c.ZAR1.85bn, assuming an exchange rate of ZAR8.25/USD;
"Rand" or "R" or "ZAR"	South African Rand, the official currency of South Africa;

"Rand Merchant Bank" or "RMB"	Rand Merchant Bank, a division of FirstRand Bank Limited (registration number 1929/001225/06), a public company duly registered and incorporated with limited liability in accordance with the laws of South Africa;
"register"	the register of certificated shareholders maintained by the transfer secretaries and the sub-register of dematerialised shareholders maintained by the relevant CSDPs in terms of section 50 of the Companies Act;
"Reporting Accountants and Auditors"	PricewaterhouseCoopers Inc., registered accountants and auditors (registration number 1998/012055/21), a company duly registered and incorporated in accordance with the laws of South Africa;
"rights offer"	the fully underwritten, renounceable rights offer to raise ZAR5.0 billion by Mediclinic, as announced previously;
"sale shares"	collectively, the GE sale shares and the Varkey sale shares;
"SARB"	the South African Reserve Bank;
"Securities Services Act"	the Securities Services Act (Act 36 of 2004), as amended;
"sellers"	collectively, GE and Varkey;
"SENS"	the Securities Exchange News Service of the JSE;
"shares" or "Mediclinic shares"	listed ordinary shares of no par value in the share capital of Mediclinic;
"shareholders" or "Mediclinic shareholders"	holders of shares in Mediclinic;
"South Africa"	the Republic of South Africa;
"Strate"	Strate Limited (registration number 1998/022246/06), a public company duly incorporated in accordance with the laws of South Africa which is a registered central securities depository in terms of the Securities Services Act, and which manages the electronic clearing and settlement system for transactions that take place on the JSE and off-market trades;
"transaction"	collectively, the Varkey stake acquisition and the GE stake acquisition;
"transfer secretaries"	Computershare, the transfer secretaries of Mediclinic;
"UIF"	Unemployment Insurance Fund;
"USD"	United States Dollars, the official currency of the United States of America;
"Varkey" or "Varkey Group"	Varkey Group Limited, a private company incorporated in the British Virgin Islands (registration number 1031727), whose registered office is at Tricor Services (BVI) Limited, PO Box 3340, Road Town, Tortola, British Virgin Islands;
"Varkey purchase consideration"	USD200m (two hundred million dollars) or approximately ZAR1.65bn, assuming an exchange rate of ZAR8.25/USD;
"Varkey sale shares"	59,298,178 ordinary shares in Emirates Healthcare held by the Varkey Group, which equates to c.44.39% of the issued share capital of Emirates Healthcare;
"Varkey stake acquisition"	the acquisition by Mediclinic, through MCME, of the Varkey sale shares that Varkey Group holds in Emirates Healthcare; and
"VAT"	value added tax, payable in terms of the Value-Added Tax Act (Act 89 of 1991), as amended.

MEDICLINIC INTERNATIONAL LIMITED
Incorporated in the Republic of South Africa
(Registration number: 1983/010725/06)
Share Code: MDC
ISIN: ZAE000074142
("Mediclinic" or "the Company" or "the Group")

CIRCULAR TO MEDICLINIC SHAREHOLDERS

Directors of Mediclinic

Executive
D P Meintjes (Chief Executive Officer)
C I Tingle (Chief Financial Officer)
K H S Pretorius
C A van der Merwe
T O Wiesinger

Non-executive
E de la H Hertzog (Chairman)
J J Durand
M K Makaba
C M van den Heever

Independent Non-executive
D K Smith (Lead independent)
J A Grieve*
R E Leu
N Mandela*
T D Petersen*
A A Raath

* appointed with effect from 13 September 2012

A. INFORMATION RELATING TO THE TRANSACTION

1. Introduction and purpose of this circular

In the announcement released on SENS on Monday, 27 August 2012 and published in the South African press on Tuesday, 28 August 2012, Mediclinic shareholders were advised that Mediclinic, through its wholly-owned subsidiary, MCME, had reached agreement with Varkey Group to acquire the Varkey sale shares for a cash purchase consideration of USD200m (c.ZAR1.65bn).

Varkey currently owns c.44.39% of the issued share capital of Emirates Healthcare and is thus a material shareholder of Emirates Healthcare, which is a subsidiary of Mediclinic through its holding in MCME. Mr Sunny Varkey is the chairman of Varkey, and Varkey is the principal investment vehicle of Mr Sunny Varkey and his family. Mr Varkey is also the chairman of Emirates Healthcare. In terms of the Listings Requirements, the Varkey stake acquisition is classified as a related party transaction.

In addition, as advised in the announcement released on SENS on Monday, 27 August 2012 and published in the South African press on Tuesday, 28 August 2012, MCME had reached agreement with the other minority shareholder in Emirates Healthcare, GE, to acquire the GE sale shares for the GE purchase consideration, to be settled in cash. The GE purchase consideration payable under the GE stake acquisition is US$23.6m (c.ZAR195m). For the avoidance of doubt, the GE stake acquisition is not classified as a related party transaction in terms of the Listings Requirements.

As part of the transaction process, Emirates Healthcare has also agreed to purchase the 0.75% interest held by other minority shareholders in its principal subsidiary, Emirates Healthcare Limited, thereby rendering it a wholly-owned subsidiary. The consideration payable under such transaction is not material.

The purpose of this circular is to provide Mediclinic shareholders with information relating to the transaction and to convene a general meeting at which Mediclinic shareholders will be requested to vote on the resolution to approve the Varkey stake acquisition.

2. Rationale for the transaction

Emirates Healthcare is the largest private healthcare group in Dubai with 2 hospitals and 8 clinics. The business is a fully integrated healthcare model with high level facilities offering services from primary care through to tertiary care, including preventative and diagnostic treatments.

Emirates Healthcare currently employs approximately 1,900 staff, has the capacity to operate 334 beds, and sees in excess of 600,000 patients per annum in its hospital and clinic outpatient facilities.

Business in Dubai has grown at an exceptional rate since Mediclinic's entry into the region in 2006. Whilst the opening of The City Hospital in 2008, which is Dubai's largest private hospital, has driven much of the growth, all of the other 9 business units continue to flourish.

Emirates Healthcare is ideally positioned to benefit from the ongoing growth within the UAE and surrounding regions. Revenue has grown from ZAR482m in 2008 to ZAR1,831m for the year ended 31 March 2012 and the normalised EBITDA margin has grown from 10.3% to 19.2% over that period. Mediclinic currently effectively owns c.50.37% of the issued share capital of Emirates Healthcare. The transaction will increase Mediclinic's effective shareholding in Emirates Healthcare to 100%. Mediclinic management is optimistic about the outlook for Dubai and the UAE and believes that the transaction represents the next step in its growth strategy for the region. The transaction is in line with Mediclinic's strategic objective of investing in attractive growth and development opportunities.

3. Details of the transaction

3.1. Terms of the transaction

MCME will purchase all of the Varkey sale shares for the Varkey purchase consideration (being USD200m or c.ZAR1.65bn) as well as the GE sale shares for the GE purchase consideration (being USD23.6m or c.ZAR195m), resulting in the purchase consideration of USD223.6m or c.ZAR1.85bn, which is to be settled in cash. The purchase consideration will be funded by an equity contribution from Mediclinic of the USD equivalent of ZAR1bn, from the proceeds of the rights offer, as announced on 1 August 2012, together with debt funding raised in Dubai for the balance. Negotiations with Standard Chartered Bank regarding appropriate debt funding are at an advanced stage.

Payment of the purchase consideration will take place no later than 23 November 2012, provided that all of the conditions precedent have been fulfilled or waived. If the date of payment of the purchase consideration is on or before 7 October 2012, then MCME will pay the sellers the purchase consideration only. However, if the date of payment of the purchase consideration is after 7 October 2012, then MCME will pay the sellers the purchase consideration plus interest at an effective rate of 12.1442% p.a. from 8 October 2012 to the date of payment of the purchase consideration (both days inclusive).

3.2. Conditions precedent

The implementation of the transaction is subject to the fulfillment of the following conditions precedent:

- obtaining the necessary shareholder approval for the Varkey stake acquisition;
- obtaining the required regulatory approvals from the SARB; and
- MCME securing the requisite debt funding to fund part of the purchase consideration.

The terms of the sale of shares agreement stipulate that all conditions precedent must be fulfilled or waived (as the case may be) by no later than at least 8 business days before 30 November 2012.

3.3. Unaudited *pro forma* financial effects of the transaction

The unaudited *pro forma* financial effects of the transaction have been prepared for illustrative purposes only and due to the nature thereof, may not fairly present Mediclinic's financial position, changes in equity, results of operations or cash flows after completion of the transaction. The unaudited *pro forma* financial effects are the responsibility of the directors and are based on the published results for the financial year ended 31 March 2012.

The purpose of the unaudited *pro forma* financial effects is to illustrate the impact of the transaction had it been implemented on the dates and on the assumptions set out below. It does not purport to be indicative of what the financial results would have been had the transaction been implemented on a different date.

Given the relevant announcements made and the circular dated 17 September 2012 by Mediclinic in respect of the rights offer being undertaken, the unaudited *pro forma* financial effects of the rights offer have also been shown below for illustrative purposes:

	Audited 12 months ended 31 March 2012	**Adjustments for the rights offer**	**Unaudited *pro forma* after the rights offer**	**Adjustments for the transaction**	**Unaudited *pro forma* after the transaction**	**% increase/ (decrease) as a result of the transaction**
Earnings per share (cents)	194.7	(61.4)	133.3	2.6	135.9	2.0%
Diluted earnings per share (cents)	187.3	(57.9)	129.4	2.5	131.9	1.9%
Headline earnings per share (cents)	194.9	(61.4)	133.5	2.6	136.1	1.9%
Diluted headline earnings per share (cents)	187.5	(57.9)	129.6	2.5	132.1	1.9%
Normalised headline earnings per share (cents)	193.0	(6.6)	186.4	2.5	188.9	1.3%
Normalised diluted headline earnings per share (cents)	185.7	(4.8)	180.9	2.4	183.3	1.3%
Net asset value per share (cents)	1,609.4	249.4	1,858.8	(137.2)	1,721.6	(7.4%)
Tangible net asset value per share (cents)	599.2	469.0	1,068.2	(137.2)	931.0	(12.8%)
Number of ordinary shares in issue ('000)	652,315	174,642	826,957	–	826,957	–
Weighted average number of ordinary shares in issue ('000)	627,280	174,642	801,922	–	801,922	–
Weighted average diluted number of ordinary shares in issue ('000)	651,779	174,642	826,421	–	826,421	–
Number of ordinary shares in issue net of treasury shares ('000)	628,557	174,642	803,199	–	803,199	–

Notes:

1. The audited financial information has been extracted without adjustment from the audited financial statements of Mediclinic for the year ended 31 March 2012. Where applicable, we have utilised the audited results of Emirates Healthcare for the year ended 31 March 2012 in calculating the *pro forma* adjustments relating to the transaction.
2. The assumptions underlying the *pro forma* adjustments relating to the rights offer were set out in the announcement to Mediclinic shareholders on 24 August 2012 published on SENS and were as follows:
   a. The *pro forma* adjustments to the income statement have been calculated on the assumption that the proceeds from the rights offer were received on 1 April 2011.
   b. The *pro forma* adjustments to the statement of financial position have been calculated on the assumption that the proceeds from the rights offer were received on 31 March 2012.
   c. A rights offer price of ZAR28.63 per share has been used for the *pro forma* adjustments with 174,641,984 new shares being issued for gross proceeds of ZAR5.0 billion.
   d. Estimated once-off expenses of ZAR102.4m, relating to the rights offer, have been taken into account in determining the *pro forma* statement of financial position.
   e. The ZAR4,898m net proceeds of the rights offer are assumed to have been used to partly repay the secured long-term bank loan in the Group's Swiss operations (ZAR4,178m) and to extinguish the corresponding portion of the interest rate swap (ZAR720m) (once-off effects).
   f. For the purposes of the *pro forma* statement of financial position, part settlement of the interest rate swap results in a ZAR651m decrease in negative hedge reserves and a ZAR84m increase in deferred tax liabilities, with a resultant ZAR735m decrease in retained earnings. This is a once-off adjustment.

g. For the purposes of the *pro forma* income statement:
   i. A ZAR503m loss is realised upon the partial de-recognition of the interest rate swap. This is a once-off adjustment;
   ii. Deferred tax liabilities of ZAR67m are recycled upon the part settlement of the interest rate swap. This is a once-off adjustment; and
   iii. Total interest savings of ZAR284m are realised upon partial repayment of the long-term bank loan and settlement of the interest rate swap agreement. This will be a continuing effect.

h. The average exchange rate of ZAR8.45/CHF for the year ended 31 March 2012 has been used for the *pro forma* adjustments to the income statement, except for the adjustments relating to the settlement of the interest rate swap and amortisation of capitalised financing expenses which are assumed to have taken place on 1 April 2011 at an exchange rate of ZAR7.42/CHF at that date.

i. The exchange rate of ZAR8.50/CHF as at 31 March 2012 has been used for the *pro forma* adjustments to the statement of financial position.

3. The *pro forma* adjustments to the income statement have been calculated on the assumption that the transaction took place on 1 April 2011 and that the purchase consideration, USD223.6m, was paid on 1 April 2011, at the exchange rate of ZAR6.80/USD at that date and that no interest on that amount was payable.
4. The *pro forma* adjustments to the statement of financial position have been calculated on the assumption that the transaction took place on 31 March 2012 and that the purchase consideration, USD223.6m, was paid on 31 March 2012, at the exchange rate of ZAR7.68/USD at that date.
5. The purchase consideration of USD223.6m, was assumed to be financed by available cash and an overdraft facility in South Africa and long-term borrowings raised in Dubai.
6. On the assumption that the transaction took place on 1 April 2011 for income statement purposes, the purchase consideration was assumed to be financed by available cash of ZAR631m, an overdraft facility of ZAR369m and long-term borrowings of ZAR520m (once-off effects).
7. On the assumption that the transaction took place on 31 March 2012 for statement of financial position purposes, the purchase consideration was assumed to be financed by available cash of ZAR703m, an overdraft facility of ZAR297m and long-term borrowings of ZAR717m (once-off effects).
8. Interest foregone on available cash utilised for the transaction is calculated at an after-tax rate of 3.8%. Interest on the overdraft facility is calculated at a pre tax and post tax rate of 6.50% and interest on long-term borrowings is calculated at a pre tax and post tax rate of 5.64% (continuing effects).
9. The unaudited *pro forma* financial effects take into account once-off transaction costs of c.ZAR4.8m (including VAT) which have been expensed. Debt raising fees in respect of the long-term borrowings raised of c.ZAR13.2m have been capitalised and amortised in determining the unaudited *pro forma* financial effects.
10. Normalised HEPS excludes once-off *pro forma* adjustments.

4. General meeting

A general meeting of Mediclinic shareholders will be held at Neethlingshof Estate, Polkadraai Road, Vlottenburg, Stellenbosch at 09:30 on Tuesday, 16 October 2012 to consider, and if deemed fit, to pass, with or without modification, the resolutions required to approve the Varkey stake acquisition.

Mediclinic shareholders are referred to the notice of general meeting for details on the resolution to be proposed at the general meeting and the "Action required by Mediclinic shareholders" section of this circular for information on the procedure to be followed by Mediclinic shareholders in order to exercise their votes at the general meeting.

5. Directors' opinion and recommendation

After consideration of the fairness opinion provided by the independent expert, the directors are of the opinion that the transaction is fair insofar as Mediclinic shareholders are concerned. The directors therefore recommend that the transaction should be approved by Mediclinic shareholders.

6. Estimated expenses in relation to the transaction

It is estimated that Mediclinic's expenses relating to the transaction will amount to approximately ZAR18.0m, including VAT. These expenses will be paid from available cash resources. The expenses relating to the transaction are detailed below:

Nature of expense	Paid/payable to	ZAR'000
JSE documentation inspection fee	JSE	57
Printing, publication and distribution	Greymatter & Finch	171
Financial adviser and sponsor	Rand Merchant Bank	3,420
Legal advisers	DLA Cliffe Dekker Hofmeyr Inc.	342
Independent expert	PricewaterhouseCoopers Corporate Finance (Pty) Ltd	673
Debt raising fee	Standard Chartered Bank	13,220
Reporting accountants and auditors	PricewaterhouseCoopers Inc.	114
Total including VAT		**17,997**

B. INFORMATION RELATING TO MEDICLINIC

1. Incorporation of Mediclinic

Mediclinic was incorporated in South Africa in 1983 as a limited liability public company. The Company was listed on the JSE in 1986.

2. Material change

Other than the contracts entered into with respect to the refinancing of South African and Swiss debt, as referred to in paragraph 5 below, there has been no material change in the nature of business, financial or trading position of the applicant and its subsidiaries that has occurred since the end of the last financial period for which the audited annual financial statements were published up to the last practicable date.

On 26 October 2007, Mediclinic announced the successful acquisition of Hirslanden for a purchase consideration of CHF2.6 billion (refer to the Mediclinic circular dated 17 August 2007). Other than the acquisition of Hirslanden in 2007, there have been no material changes in the business of Mediclinic in the past five years.

3. Interests of the directors

3.1. Directors' interests in shares

The direct and indirect beneficial interests in shares held by all the directors of Mediclinic (including directors who have resigned in the last 18 months), before the transaction, as at the last practicable date are shown below:

Name of director*	Direct beneficial	Indirect beneficial	Held by associates	% of issued shares	Total
Executive					
D P Meintjes	187,581	–	–	0.03%	187,581
K H S Pretorius	141,967	–	–	0.02%	141,967
C A van der Merwe	29,845	–	–	0.00%	29,845
C I Tingle	136,611	–	–	0.02%	136,611
T O Wiesinger	–	–	–	–	–
Sub-total	**496,004**	**–**	**–**	**0.08%**	**496,004**
Non-executive					
J C Cohen*	–	–	–	–	–
J A Grieve	–	–	–	–	–
E de la H Hertzog	56,340	3,760,053	384,803	0.64%	4,201,196
R E Leu	–	–	–	–	–
M K Makaba**	–	–	–	–	–
Z P Manase*	–	–	–	–	–
N Mandela	–	–	–	–	–
T D Petersen	–	–	–	–	–
A A Raath	–	–	–	–	–
M A Ramphele*	–	–	–	–	–
D K Smith	–	–	–	–	–
C M van den Heever	–	–	–	–	–
W L van der Merwe*	957	–	–	0.00%	957
Sub-total	**57,297**	**3,760,053**	**384,803**	**0.64%**	**4,202,153**
Total	**553,301**	**3,760,053**	**384,803**	**0.72%**	**4,698,157**

Notes:

The following changes in directors' shareholding in the Company occurred between 31 March 2012 and the last practicable date:

- E de la H Hertzog increased his shareholding by 21,495 shares;
- D P Meintjes increased his shareholding by 18,671 shares;
- C I Tingle increased his shareholding by 15,623 shares;
- C A van der Merwe increased his shareholding by 7,468 shares; and
- K H S Pretorius increased his shareholding by 12,449 shares.

* Mr J C Cohen, Ms Z P Manase, Dr M A Ramphele and Prof W L van der Merwe resigned as directors on 26 July 2012.

** Dr M K Makaba holds a 5.08% interest in Phodiso Holdings Limited, which company is the holder of all issued ordinary shares in Mpilo Investment Holdings 2 (Pty) Ltd (RF), which holds a 6.03% interest in Mediclinic.

No share options were offered to directors in the financial year ending 31 March 2012 in terms of the share option scheme.

3.2. Directors' interests in transactions

No directors of Mediclinic have a material interest in the Varkey stake acquisition.

No directors of the Group had any interest, direct or indirect, in any transaction which was effected by the Company during the current or immediately preceding financial year or in an earlier year and which remains in any respect outstanding or unperformed.

3.3. Directors' emoluments

The total remuneration, benefits and fees received by directors for the year ended 31 March 2012 were as follows:

Director	Basic salary (R'000)	Bonus[3] (R'000)	Retire-ment fund (R'000)	Directors' fees (R'000)	Share options (R'000)	Other[2] benefits (R'000)	Expense allowance (R'000)	Total (R'000)
Executive								
E de la H Hertzog*	2,848	2,661	276	–	–	160	–	5,945
D P Meintjes	3,997	2,442	360	–	–	26	–	6,825
K H S Pretorius	2,792	1,745	251	–	–	26	–	4,814
C A van der Merwe	2,171	1,008	195	–	661	26	–	4,061
C I Tingle	3,345	2,043	301	–	–	26	–	5,715
T O Wiesinger	5,892	2,163	786	–	–	374	–	9,215
Sub-total	21,045	12,062	2,169	–	661	638	–	36,575
Non-executive fees								
J C Cohen**	–	–	–	261	–	–	–	261
J A Grieve***[4]	–	–	–	–	–	–	–	–
R E Leu[1]	–	–	–	925	–	–	–	925
M K Makaba	–	–	–	194	–	–	–	194
Z P Manase**	–	–	–	246	–	–	–	246
T D Petersen***[5]	–	–	–	–	–	–	–	–
N Mandela***	–	–	–	–	–	–	–	–
A A Raath	–	–	–	363	–	–	–	363
M A Ramphele**	–	–	–	138	–	–	–	138
D K Smith	–	–	–	312	–	–	–	312
C M van den Heever	–	–	–	205	–	–	–	205
W L van der Merwe**	–	–	–	278	–	–	–	278
late M H Visser	–	–	–	327	–	–	–	327
Total	**21,045**	**12,062**	**2,169**	**3,249**	**661**	**638**	**–**	**39,824**

Notes:

1. Prof. Dr R E Leu also earned a further R540,800 from a subsidiary (Medi-Clinic Switzerland AG) as director's remuneration.
2. Other benefits include medical aid, UIF and payment for accumulated leave.
3. Bonuses consist of the management incentive scheme and a 13th cheque.
4. Mr J A Grieve earned R540,800 from a subsidiary (Medi-Clinic Switzerland AG) as director's remuneration, which remuneration was paid to Compagnie Financière Richemont SA.
5. Mr T D Petersen earned R244,500 from a subsidiary (Mediclinic Southern Africa (Pty) Ltd) as director's remuneration.

* Dr E de la H Hertzog also earned a further R1.9 million from Remgro Management Services. As at 31 March 2012, he was an executive Director. He retired as an executive Director on 31 August 2012, but remains on the Board as non-executive chairman.

** Mr J C Cohen, Ms Z P Manase, Dr M A Ramphele and Prof W L van der Merwe resigned as directors on 26 July 2012.

*** Mr J A Grieve, Ms N Mandela and Mr T D Petersen were appointed with effect from 13 September 2012.

There have been no fees paid or accrued as payable to a third party in lieu of directors' fees.

There have been no amounts paid or accrued as payable, within the preceding three years, or proposed to be paid to any promoter, partnership, syndicate or other association of which any director was a member of.

The remuneration receivable by any of the directors will not be varied in consequence of the transaction or any related transaction.

4. Major shareholders

In so far as it is known to the directors, the shareholders, other than directors, that, directly or indirectly, are beneficially interested in 5% or more of the issued share capital of Mediclinic, together with such shareholders' interests as at the last practicable date, are as follows:

Shareholder	Number of Shares held	Direct beneficial holding	Indirect beneficial holding	Beneficial Shareholding %
Industrial Partnership Investments (Pty) Ltd (Remgro)	283,080,915	283,080,915	–	43.40
Black economic empowerment Shareholders	76,761,022	76,761,022	–	11.77
Mpilo Investment Holdings 2 (Pty) Ltd (RF) (Phodiso Holdings)	39,332,736	39,332,736	–	6.03
Mpilo Investment Holdings 1 (Pty) Ltd (RF) (Circle Capital Ventures)	23,377,488	23,377,488	–	3.58
The Mpilo Trust & The Mpilo Trust (Namibia)	14,050,798	14,050,798	–	2.15
Government Employees Pension Fund	60,118,472	42,682,257	17,436,215	9.22
International Hospitals Network (Trilantic Capital Partners)	36,959,551	36,959,551	–	5.67

In so far as it is known to the directors, Mediclinic does not have a controlling shareholder.

As at the last practicable date, none of the advisers to Mediclinic had any material interest in the issued share capital of Mediclinic.

5. Material contracts

Mediclinic has entered into various material agreements with respect to the refinancing of the group's Swiss and SA debt, as announced on 1 August 2012 and 24 August 2012. These comprise an equity underwriting agreement for the announced rights offer, as well as agreements related to new long-term, committed debt facilities in Switzerland and South Africa.

Other than the abovementioned agreements and contracts entered into in the course of business, there are no material contracts entered into by Mediclinic, either verbally or in writing. No other contracts entered into at any time contain an obligation or settlement that is material to Mediclinic or its subsidiaries as at the date of the circular.

No royalties or items of similar nature, are payable in respect of the Company and its subsidiaries.

6. Litigation statement

There are no legal or arbitration proceedings, including any proceedings that are pending or threatened, of which the Company is aware, that may have or have had in the recent past, being at least the previous 12 months, a material effect on the Group's financial position.

7. Directors' responsibility statement

The directors of Mediclinic, whose names appear on page 7 of this circular, collectively and individually, accept full responsibility for the accuracy of the information given in this circular and certify that, to the best of their knowledge and belief, there are no facts, the omission of which would make any statement in this circular false or misleading and that they have made all reasonable inquiries to ascertain such facts and that this circular contains all information required by the Listings Requirements.

8. Consents

Each of the financial adviser and sponsor, independent expert, independent reporting accountants and auditors, legal advisers and communication adviser have consented and have not, prior to the last practicable date, withdrawn their written consent to the inclusion of their names and, where applicable, reports in the form and context in which they appear in this circular.

9. Documents available for inspection

Copies of the following documents will be available for inspection at the registered offices of Mediclinic, the transfer secretaries and the financial adviser and sponsor during normal business hours (excluding Saturdays, Sundays and public holidays) from the date of issue of this circular up to and including the date of the general meeting:

- the MOI of Mediclinic, its major subsidiaries and Emirates Healthcare;
- the audited annual financial statements of Mediclinic for the three financial years ended 31 March 2010, 2011 and 2012;
- the signed independent reporting accountants' report on the unaudited *pro forma* financial information of Mediclinic;
- the sale of shares agreement relating to the Varkey stake acquisition and the GE stake acquisition;
- written consents of the financial adviser and sponsor, independent expert, reporting accountants and auditors, legal advisers and communication adviser to the inclusion of their names and reports where applicable in this circular in the context and form in which they appear; and
- a signed copy of this circular.

Signed at Stellenbosch by or on behalf of Mediclinic International Limited on 18 September 2012, in terms of powers of attorney granted by the directors.

For and on behalf of the board

Mediclinic International Limited

G C Hattingh
Company Secretary

Stellenbosch
18 September 2012

UNAUDITED *PRO FORMA* FINANCIAL INFORMATION OF MEDICLINIC PURSUANT TO THE TRANSACTION

The unaudited *pro forma* financial information of Mediclinic is the responsibility of the directors and has been prepared for illustrative purposes only to provide information about how the transaction might have affected Mediclinic's financial position and group results. Due to its nature, the unaudited *pro forma* financial information may not fairly present Mediclinic's financial position, changes in equity, results of operations or cash flow after the implementation of the transaction.

Given the relevant announcements made and the circular dated 17 September 2012 by Mediclinic in respect of the rights offer being undertaken, the unaudited *pro forma* financial effects of the rights offer have also been shown below for illustrative purposes:

UNAUDITED *PRO FORMA* STATEMENT OF FINANCIAL POSITION OF MEDICLINIC

	Audited 31 March 2012 R million	*Pro forma* adjustments for the rights offer R million	*Pro forma* after the rights offer R million	*Pro forma* adjustments for the transaction R million	*Pro forma* after the transaction R million
ASSETS					
Non-current assets	**42,033**	**–**	**42,033**	**–**	**42,033**
Property, equipment and vehicles	34,808	–	34,808	–	34,808
Intangible assets	6,350	–	6,350	–	6,350
Interest in subsidiary	–	–	–	–	–
Investments in associates	1	–	1	–	1
Other investments and loans	662	–	662	–	662
Derivative financial instruments	–	–	–	–	–
Deferred income tax assets	212	–	212	–	212
Current assets	**8,162**	**–**	**8,162**	**(716)**	**7,446**
Inventories	582	–	582	–	582
Trade and other receivables	4,815	–	4,815	–	4,815
Current income tax assets	4	–	4	–	4
Derivative financial instruments	24	–	24	–	24
Other investments and loans	128	–	128	–	128
Investment in money market funds	510	–	510	–	510
Cash and cash equivalents	2,099	–	2,099	(716)	1,383
Total assets	**50,195**	**–**	**50,195**	**(716)**	**49,479**
EQUITY					
Capital and reserves					
Share capital and premium	6,131	4,898	11,029	–	11,029
Treasury shares	(269)	–	(269)	–	(269)
Share capital	5,862	4,898	10,760	–	10,760
Retained earnings	4,171	(735)	3,436	(5)	3,431
Other reserves	83	651	734	(1,097)	(363)
Attributable to equity holders of the Company	10,116	4,814	14,930	(1,102)	13,828
Non-controlling interests	1,288	–	1,288	(620)	668
Total equity	**11,404**	**4,814**	**16,218**	**(1,722)**	**14,496**
LIABILITIES					
Non-current liabilities	**32,969**	**(4,814)**	**28,155**	**704**	**28,859**
Borrowings	22,864	(4,178)	18,686	704	19,390
Deferred income tax liabilities	5,303	84	5,387	–	5,387
Retirement benefit obligations	823	–	823	–	823
Provisions	240	–	240	–	240
Derivative financial instruments	3,739	(720)	3,019	–	3,019
Current liabilities	**5,822**	**–**	**5,822**	**302**	**6,124**
Trade and other payables	3,460	–	3,460	5	3,465
Borrowings	1,930	–	1,930	297	2,227
Provisions	121	–	121	–	121
Derivative financial instruments	–	–	–	–	–
Current income tax liabilities	311	–	311	–	311
Total liabilities	**38,791**	**(4,814)**	**33,977**	**1,006**	**34,983**
Total equity and liabilities	**50,195**	**–**	**50,195**	**(716)**	**49,479**

Notes and assumptions:

1. The audited financial information has been extracted without adjustment from the audited financial statements of Mediclinic for the year ended 31 March 2012. Where applicable, we have utilised the audited results of Emirates Healthcare for the year ended 31 March 2012 in calculating the *pro forma* adjustments relating to the transaction.
2. The assumptions underlying the *pro forma* adjustments relating to the rights offer were set out in the announcement to Mediclinic shareholders on 24 August 2012 published on SENS and published in the circular to Mediclinic shareholders dated 17 September 2012 and were as follows:
   a. The *pro forma* adjustments to the statement of financial position have been calculated on the assumption that the proceeds from the rights offer were received on 31 March 2012.
   b. A rights offer price of ZAR28.63 per share has been used for the *pro forma* adjustments with 174,641,984 new shares being issued for gross proceeds of ZAR5.0 billion.
   c. Estimated once-off expenses of ZAR102.4m, relating to the rights offer, have been taken into account in determining the *pro forma* financial effects.
   d. The ZAR4,898m net proceeds of the rights offer are assumed to have been used to partly repay the secured long-term bank loan in the Group's Swiss operations (ZAR4,178m) and to extinguish the corresponding portion of the interest rate swap (ZAR720m) (once-off effects).
   e. Part settlement of the interest rate swap results in a ZAR651m decrease in negative hedge reserves and a ZAR84m increase in deferred tax liabilities, with a resultant ZAR735m decrease in retained earnings. This is a once-off adjustment.
   f. The exchange rate of ZAR8.50/CHF as at 31 March 2012 has been used for the *pro forma* adjustments to the statement of financial position.
3. The *pro forma* adjustments to the statement of financial position have been calculated on the assumption that the transaction took place on 31 March 2012 and that the purchase consideration, USD223.6m, was paid on 31 March 2012, at the exchange rate of ZAR7.68/USD at that date.
4. On the assumption that the transaction took place on 31 March 2012 for statement of financial position purposes, the purchase consideration of USD223.6m was assumed to be financed by available cash of ZAR703m, an overdraft facility of ZAR297m and long-term borrowings of ZAR717m (once-off effects).
5. Debt raising fees in respect of the long-term borrowings raised of c.ZAR13.2m have been capitalised and amortised in determining the unaudited *pro forma* financial effects.
6. The difference between the purchase consideration and the related opening non-controlling interest balance which amounts to R1,097m is booked to equity. This is a once-off adjustment.
7. The NCI represents the closing amount of NCI relating to Emirates Healthcare.

UNAUDITED *PRO FORMA* INCOME STATEMENT OF MEDICLINIC

	Audited 12 months ended 31 March 2012 R million	*Pro forma* adjustments for the rights offer R million	*Pro forma* after the rights offer R million	*Pro forma* adjustments for the transaction R million	*Pro forma* after the transaction R million
Revenue	**21,986**	**–**	**21,986**	**–**	**21,986**
Cost of sales	(12,314)	–	(12,314)	–	(12,314)
Administration and other operating expenses	(5,003)	–	(5,003)	(5)	(5,008)
EBITDA	4,669	–	4,669	(5)	4,664
Depreciation and amortisation	(910)	–	(910)	–	(910)
Operating profit	3,759	–	3,759	(5)	3,754
Other gains and losses	(26)	(503)	(529)	–	(529)
Income from associates	1	–	1	–	1
Finance income	85	–	85	(33)	52
Finance costs	(1,642)	284	(1,358)	(59)	(1,417)
Profit before tax	2,177	(219)	1,958	(97)	1,861
Income tax expense	(693)	67	(626)	9	(617)
Profit for the year	**1,484**	(152)	1,332	(88)	1,244
Attributable to:					
Equity holders of the Company	1,221	(152)	1,069	21	1,090
Non-controlling interests	263	–	263	(109)	154
	1,484	(152)	1,332	(88)	**1,244**

Reconciliation of headline earnings					
Profit attributable to shareholders	**1,221**	(152)	1,069	21	**1,090**
Re-measurements for:	1	–	1	–	1
Impairment of property and equipment	2	–	2	–	2
Profit on disposal of property, equipment and vehicles	(1)	–	(1)	–	(1)
Headline earnings	**1,222**	**(152)**	**1,070**	**21**	**1,091**

Reconciliation of normalised headline earnings					
Headline earnings	**1,222**	(152)	1,070	21	**1,091**
Re-measurements for:	(11)	436	425	–	425
Past-service cost	(11)	–	(11)	–	(11)
Derecognition of interest rate swap	–	436	436	–	436
Normalised headline earnings	**1,211**	284	1,495	21	**1,516**

Notes and assumptions:

1. The audited financial information has been extracted without adjustment from the audited financial statements of Mediclinic for the year ended 31 March 2012. Where applicable, we have utilised the audited results of Emirates Healthcare for the year ended 31 March 2012 in calculating the *pro forma* adjustments relating to the transaction.
2. The assumptions underlying the *pro forma* adjustments relating to the rights offer were set out in the announcement to Mediclinic shareholders on 24 August 2012 published on SENS and published in the circular to Mediclinic shareholders dated 17 September 2012 and were as follows:
   a. The *pro forma* adjustments to the income statement have been calculated on the assumption that the proceeds from the rights offer were received on 1 April 2011.
   b. A rights offer price of ZAR28.63 per share has been used for the *pro forma* adjustments with 174,641,984 new shares being issued for gross proceeds of ZAR5.0 billion.
   c. The ZAR4,898m net proceeds of the rights offer are assumed to have been used to partially repay the secured long-term bank loan in the Group's Swiss operations (ZAR4,178m) and to extinguish the corresponding pro rata portion of the interest rate swap (ZAR720m) (once-off effects).
   d. A ZAR503m loss is realised upon the partial de-recognition of the interest rate swap. This is a once-off adjustment.
   e. Deferred tax liabilities of ZAR67m are recycled upon the part settlement of the interest rate swap. This is a once-off adjustment.
   f. Total interest savings of ZAR284m are realised upon partial repayment of the long-term bank loan and settlement of the interest rate swap agreement. This is a continuing effect.
   g. The average exchange rate of ZAR8.45/CHF for the year ended 31 March 2012 has been used for the *pro forma* adjustments to the income statement, except for the adjustments relating to the settlement of the interest rate swap and amortisation of capitalised financing expenses which are assumed to have taken place on 1 April 2011 at an exchange rate of ZAR7.42/CHF at that date.
3. The *pro forma* adjustments to the income statement have been calculated on the assumption that the transaction took place on 1 April 2011 and that the purchase consideration, USD223.6m, was paid on 1 April 2011, at the exchange rate of ZAR6.80/USD at that date and that no interest on that amount was payable.
4. The purchase consideration of USD223.6m was assumed to be financed by available cash and an overdraft facility in South Africa and long-term borrowings raised in Dubai.

5. On the assumption that the transaction took place on 1 April 2011 for income statement purposes, the purchase consideration was assumed to be financed by available cash of ZAR631m, an overdraft facility of ZAR369m and long-term borrowings of ZAR520m (once-off effects).
6. Interest foregone on available cash utilised for the transaction is calculated at an after-tax rate of 3.8%. Interest on the overdraft facility is calculated at a pre tax and post tax rate of 6.50% and interest on long term borrowings is calculated at a pre tax and post tax rate of 5.64% (continuing effects).
7. The unaudited *pro forma* financial effects take into account once-off transaction costs of c.ZAR4.8m (including VAT) that have been expensed. Debt raising fees in respect of the long-term borrowings raised of c.ZAR13.2m have been capitalised and amortised in determining the unaudited *pro forma* financial effects.
8. The loss of finance income of R33m (interest foregone on available cash calculated at an after tax rate of 3.8%) is caused by the reduced bank balance, since a portion of the purchase consideration is paid with available cash. This is a continuing effect.
9. The increased finance cost of R59m (interest on the overdraft calculated at a pre tax and post tax rate of 6.50% and interest on long term borrowings calculated at a pre tax and post tax rate of 5.64%) is caused by the increased borrowings, since a portion of the purchase consideration is paid with debt. This is a continuing effect.
10. Income tax is reduced as a result of the reduced finance income. This is a continuing effect.
11. The purchase consideration results in a reduction in profits of ZAR109m attributable to non-controlling interests. This is a continuing effect.
12. Normalised HEPS excludes once-off *pro forma* adjustments.

INDEPENDENT REPORTING ACCOUNTANTS' REPORT ON THE UNAUDITED *PRO FORMA* FINANCIAL INFORMATION

The Board of Directors
Mediclinic International Limited
Strand Road
Stellenbosch
7600

12 September 2012

Dear Sirs

Independent reporting accountants' limited assurance report on the unaudited *pro forma* financial information of Mediclinic International Limited ("Mediclinic" or "the company")

Introduction

Mediclinic is issuing a circular to its shareholders ("the circular") regarding the acquisition of the minority interests in Emirates Healthcare, part of which constitutes a related party transaction in terms of the Listings Requirements ("the transaction").

At your request and for the purposes of the circular to be dated on or about 18 September 2012, we present our limited assurance report on the unaudited *pro forma* statement of financial position as at 31 March 2012, the unaudited *pro forma* income statement for the twelve months ended 31 March 2012 and financial effects ("the unaudited *pro forma* financial information") of Mediclinic presented in paragraph 3.3 and Annexure 1 to the circular.

The unaudited *pro forma* financial information has been prepared in accordance with the JSE Limited ("JSE") Listings Requirements, for illustrative purposes only, to provide information about how the transaction might have affected the reported historical financial information presented, had the transaction been undertaken at the commencement of the period or date of the unaudited *pro forma* statement of financial position being reported on.

Directors' responsibility

The directors of Mediclinic are responsible for the compilation, contents and presentation of the unaudited *pro forma* financial information contained in the circular and for the financial information from which it has been prepared. Their responsibility includes determining that: the unaudited *pro forma* financial information contained in the circular has been properly compiled on the basis stated; the basis is consistent with the accounting policies of Mediclinic; and the *pro forma* adjustments are appropriate for the purposes of the unaudited *pro forma* financial information disclosed in terms of the JSE Listings Requirements.

Reporting accountants' responsibility

Our responsibility is to express our limited assurance conclusion on the unaudited *pro forma* financial information included in the circular. We conducted our limited assurance engagement in accordance with ISAE 3000 (Revised): International Standard on Assurance Engagements applicable to Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and the Guide on *Pro Forma* Financial Information issued by the South African Institute of Chartered Accountants. This standard requires us to obtain sufficient appropriate evidence on which to base our limited assurance conclusion.

We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited *pro forma* financial information, beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

Sources of information and work performed

Our procedures consisted primarily of comparing the unadjusted financial information of Mediclinic with the source documents, considering the *pro forma* adjustments in light of the accounting policies of Mediclinic, considering the evidence supporting the unaudited *pro forma* adjustments and discussing the adjusted unaudited *pro forma* financial information with the directors of Mediclinic in respect of the transaction that is the subject of the circular.

In arriving at our limited assurance conclusion, we have relied upon financial information prepared by the directors of Mediclinic and other information from various public, financial and industry sources.

While our work performed involved an analysis of the historical financial information and other information provided to us, our limited assurance engagement does not constitute either an audit or review of any of the underlying financial information conducted in accordance with the International Standards on Auditing or the International Standards on Review Engagements and, accordingly, we do not express an audit or review opinion.

In a limited assurance engagement, the evidence-gathering procedures are more limited than for a reasonable assurance engagement and therefore less assurance is obtained than in a reasonable assurance engagement. We believe our evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

Conclusion

Based on our examination of the evidence obtained, nothing has come to our attention that causes us to believe that:

- the unaudited *pro forma* financial information has not been properly compiled on the basis stated;
- such basis is inconsistent with the accounting policies of Mediclinic; and
- the adjustments are not appropriate for the purposes of the unaudited *pro forma* financial information as disclosed pursuant to Sections 8.17 and 8.30 of the JSE Listings Requirements.

Yours faithfully

PricewaterhouseCoopers Inc
Director: N H Döman
Accredited Auditor

Capital Place
15 – 21 Neutron Avenue
Technopark
Stellenbosch
7600

REPORT OF THE INDEPENDENT EXPERT

12 September 2012

The Board of Directors
Mediclinic International Limited
PO Box 456
Stellenbosch
7599

ATTENTION: THE DIRECTORS AND SHAREHOLDERS

Dear Directors

Fairness opinion on the proposed acquisition on an additional equity interest in Emirates Healthcare Holdings Limited BVI

1. Introduction

The definitions outlined in the "Definitions and interpretation" section of the circular of which this letter forms a part, have been used throughout this letter.

In an announcement dated 27 August 2012, Mediclinic International Limited ("Mediclinic") announced the proposed acquisition of a further 44.39% interest in Emirates Healthcare Holdings Limited BVI ("Emirates Healthcare" or the "Subject Company") from Varkey Group Limited ("Varkey Group") for a cash payment of USD200 million (the "Proposed Transaction"). Prior to the Proposed Transaction, Mediclinic held a 50.37% interest in Emirates Healthcare.

In terms of the JSE Limited's ("JSE") Listings Requirements ("the JSE Listings Requirements") rule 10.1 (b), a related party includes "a material shareholder". A "material shareholder" is defined as any person who is, or within the 12 months preceding the date of the transaction was, entitled to exercise or control the exercise of 10% or more of the votes able to be cast on all or substantially all matters at general/annual meetings of the listed company, or any other company that is its subsidiary or holding company or is a fellow subsidiary of its holding company. As Varkey Group is a major shareholder in Emirates Healthcare, the Proposed Transaction may be categorised as a large related party transaction for Mediclinic in terms of rule 10.4(f) of the JSE Listings Requirements. The board of directors of Mediclinic ("the Board") is required to provide the JSE with written confirmation from an independent professional expert acceptable to the JSE that the terms of the Proposed Transaction with the related party are fair as far as the shareholders of Mediclinic are concerned.

Therefore, the board of Mediclinic has requested PricewaterhouseCoopers Corporate Finance (Pty) Limited ("PwC") to act as independent professional expert in terms of the JSE Listing Requirements to provide an opinion as to whether the terms and conditions of the Proposed Transaction are fair and reasonable as far as Mediclinic shareholders are concerned.

We understand that the results of our work will be used by the Board to satisfy the requirements of the JSE Listing Requirements.

2. Definition of fair

Market Value is defined as the estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

A transaction would generally be considered fair from the perspective of a buyer if the consideration payable by the purchaser to the seller is equal to, or less than the Market Value of the assets purchased. Fairness is primarily based on quantitative issues. The Proposed Transaction will be considered fair if the purchase consideration is considered to be equal to or less than the market value of the Emirates Healthcare shares subject to the Proposed Transaction.

This fairness opinion does not purport to cater for individual shareholders' positions but rather the general body of shareholders subject to the Proposed Transaction. A shareholder's decision regarding fairness of the terms of the Proposed Transaction may be influenced by his or her particular circumstances (for example taxation and the price paid for the shares). Should a shareholder be in doubt, he or she should consult an independent expert as to the merits of the transaction, considering his/her personal circumstances.

3. Sources of information

In the course of our valuation analysis, we relied upon financial and other information, including prospective financial information, obtained from Mediclinic management and from various public, financial, and industry sources. Our conclusion is dependent on such information being complete and accurate in all material respects.

The principal sources of information used in performing our valuation include:

- Selected macro-economic analysis and forecasts regarding the United Arab Emirates from various research institutions;
- Selected publicly available information relating to the industry in which Emirates Healthcare and its subsidiaries operate obtained from Mediclinic management and public sources;
- The information memorandum prepared by Morgan Stanley and Standard Chartered for the sale of Varkey Group's interest in Emirates Healthcare dated February 2012;
- Audited financial information for Emirates Healthcare and its operating divisions and subsidiaries for the years ended 31 March 2008, 2009, 2010, 2011 and 2012;
- Unaudited management accounts for Emirates Healthcare and its operating divisions and subsidiaries for the period ended 30 June 2012 and 31 July 2012;
- Management projections for Emirates Healthcare and its operating divisions and subsidiaries for years ending 31 March 2013 to 31 March 2018 and supporting information;
- Audited consolidated financial information for Emirates Healthcare for the years ended 31 March 2008, 2009, 2010, 2011 and 2012;
- Discussions with Emirates Healthcare management at group level;
- Discussions with Mediclinic management;
- The sale and purchase agreement between Varkey Group, GE, Mediclinic Middle East (Pty) Limited ("Mediclinic Middle East") and Emirates Healthcare dated 25 August 2012;
- The shareholders agreement (as amended) amongst Varkey Group, Mediclinic Middle East, GE and Emirates Healthcare signed on 26 April 2006;
- Minutes of board meetings held during the past 12 months;
- Discussions with PwC Dubai's corporate finance team and healthcare industry specialist;
- Bloomberg for beta information relating to the comparable companies used in our cost of capital calculation;
- The PwC 2009/10 Valuation Methodology Survey and Ibbotson for research on appropriate discounts and premia to be applied in our analysis; and
- Bloomberg, Factiva and Reuters for comparable company information.

Where practicable, we have corroborated the reasonableness of the information provided to us for the purpose of supporting our opinion, whether in writing or obtained through discussions with Mediclinic and Emirates Healthcare management.

Our procedures and enquiries did not constitute an audit in terms of the International Standards on Auditing. Accordingly, we cannot express any opinion on the financial data or other information used in arriving at our opinion.

4. Procedures

The procedures we performed comprised the following:

- We obtained an understanding of the Proposed Transaction from the transaction documentation prepared by Mediclinic and its corporate advisor and discussion with Mediclinic management;
- We considered the qualitative factors around the Proposed Transaction highlighted during our review that may influence our conclusion on the fairness of the Proposed Transaction;
- We considered the conditions in, and the economic outlook for, the healthcare industry in Dubai;

- We considered the general market data, including economic, governmental and environmental forces that may affect the value of Emirates Healthcare;

- We held discussions concerning the historical and future operations of Emirates Healthcare with Mediclinic and Emirates Healthcare management;

- We held discussions with Mediclinic and Emirates Healthcare management to obtain an explanation and clarification of data provided;

- We held discussions with PwC Dubai's corporate finance team and healthcare industry expert to obtain insight into inputs and assumptions utilised to derive at a discount rate in local currency, the local economy and healthcare industry, respectively;

- We considered the operating and financial results of Emirates Healthcare (including audited financial statements covering five years up to the date of valuation);

- We analysed the financial and operating projections including revenues, operating margins (e.g., earnings before interest and taxes), working capital investments and capital expenditures based on the historical operating results of the Subject Company, industry results and expectations and Mediclinic and Emirates Healthcare management representations. Such projections have formed the basis for a Discounted Cash Flow analysis;

- We gathered and analysed financial data for publicly traded or private companies engaged in the same or similar lines of business to develop appropriate valuation multiples and operating comparisons to apply to Emirates Healthcare as part of the Market Approach;

- We considered and applied appropriate valuation discounts/premiums to the results of our valuation analyses as deemed applicable; and

- Analysis of other facts and data considered pertinent to this valuation to arrive at a conclusion of value.

5. Valuation Approach

We have considered the following approaches when estimating the Market Value of the ordinary shares of the Subject Company: the **Income Approach**, the **Market Approach** and the **Net Assets Approach**.

The **Income Approach** indicates the Market Value of the ordinary shares of a business based on the value of the cash flows that the company to be valued can be expected to generate in the future.

The **Market Approach** indicates the Market Value of the ordinary shares of a business based on a comparison of the company to be valued with comparable publicly traded companies and transactions in its industry as well as prior transactions involving stakes in comparable companies.

The **Net Assets Approach** indicates the Market Value of the ordinary shares of a business by adjusting the asset and liability balances on the balance sheet of the company to be valued to their Market Value equivalents. The approach is based on the summation of the individual piecemeal Market Values of the underlying assets less the Market Value of the liabilities.

After considering these approaches to value, we have applied adjustments, such as for lack of marketability as appropriate, to indicate the Market Value of a non-marketable, controlling interest in the Subject Company.

In concluding on an estimate of Market Value, we have considered and combined the results from each of the above three approaches as appropriate. Our primary methodology was to perform an Income Approach (Discounted Cash Flow) valuation of the Subject Company. The Income Approach valuation was supplemented through a Market Approach analysis in order to benchmark the valuation to current valuation multiples observed on the market. The Net Assets Approach was not utilised, as it does not capture the going concern value of a business

6. Assumptions

Our opinion is based on the following key assumptions:

- Current economic, regulatory and market conditions will not change materially;

- Emirates Healthcare is not involved in any other material legal proceedings other than those conducted in the ordinary course of business;

- There are no undisclosed contingencies that could affect the value of Emirates Healthcare;

- For the purposes of this engagement, we assumed Emirates Healthcare's existing businesses to be ongoing under current business plans and management;
- We have assumed that the Proposed Transaction will be completed; and
- Representations made by Mediclinic and Emirates Healthcare management and their advisers during the course of forming this opinion.

7. Opinion

Our opinion is based on the current economic, market, regulatory and other conditions and the information made available to us by Mediclinic management up to 27 August 2012. Accordingly, subsequent developments may affect this opinion, which we are under no obligation to update, revise or re-affirm.

Based on the results of our procedures performed, our detailed valuation work and other considerations, we believe that, subject to the foregoing assumptions, we are of the opinion that the Proposed Transaction is fair to the ordinary shareholders of Mediclinic.

8. Independence

We confirm that PwC holds no shares in Mediclinic directly or indirectly. We have no interest, direct or indirect, beneficial or non-beneficial, in Mediclinic or in the outcome of the Proposed Transaction.

Furthermore, we confirm that our professional fees are payable in cash and are not contingent on the outcome of the Proposed Transaction.

9. Limiting Conditions

Budgets/projections/forecasts relate to future events and are based on assumptions, which may not remain valid for the whole of the relevant period. Consequently this information cannot be relied upon to the same extent as that derived from audited financial statements for completed accounting periods. We express no opinion as to how closely actual results will correspond to those projected/forecast by the management of Mediclinic and Emirates Healthcare.

This letter and opinion is provided in terms of the JSE Listing Requirements. It does not constitute a recommendation to any shareholder of Mediclinic as to how to vote at any shareholders' meeting relating to the Proposed Transaction or on any matter relating to it, nor as to the acceptance of the Proposed Transaction. Therefore, it should not be relied upon for any other purpose. We assume no responsibility to anyone if this letter and opinion are used or relied upon for anything other than its intended purpose.

The valuation of companies and businesses is not a precise science, and conclusions arrived at in many cases will necessarily be subjective and dependent on the exercise of individual judgement. Further, whilst we consider our opinion to be defensible based on the information available to us others may have a different view and arrive at a different conclusion.

Yours sincerely

Jan Groenewald
Director
jan.groenewald@za.pwc.com
Tel: +27 (11) 797 5380
Fax: +27 (11) 209 5380

2 Eglin Road
Sunninghill
2157
Private Bag X36
Sunninghill
2157

MEDICLINIC INTERNATIONAL LIMITED
Incorporated in the Republic of South Africa
(Registration number: 1983/010725/06)
Share Code: MDC
ISIN: ZAE000074142
("Mediclinic" or "the Company")

NOTICE OF GENERAL MEETING

The definitions and interpretation commencing on page 4 of the circular, to which this notice is attached, apply to this notice of general meeting.

Notice of general meeting

Notice is hereby given that a general meeting of Mediclinic shareholders will be held at Neethlingshof Estate, Polkadraai Road, Vlottenburg, Stellenbosch at 09:30 on Tuesday, 16 October 2012 for the purpose of considering and, if deemed fit, passing, with or without modification, the following ordinary resolution:

ORDINARY RESOLUTION NUMBER ONE – PROPOSED VARKEY STAKE ACQUISITION

Resolved that, in accordance with section 10.4 of the Listings Requirements, the Company be and is hereby authorised to acquire the Varkey sale shares from Varkey Group on the terms set out in the circular for a purchase consideration of USD200m, to be settled in cash, provided that if the date of payment of the Varkey purchase consideration is after 7 October 2012, then the purchase consideration shall be USD200m, plus interest at an effective rate of 12.1442% p.a.

Additional information in respect of Ordinary Resolution Number One

In terms of the Listings Requirements the passing of Ordinary Resolution Number One requires a simple majority of the votes of Mediclinic shareholders, other than any related party and its associates, being cast in favour of the resolution.

ATTENDANCE AND VOTING BY SHAREHOLDERS OR PROXIES

The voting record date on which shareholders of the Company must be registered as such in the Company's register, which date was set by the board determining which shareholders are entitled to attend and vote at the general meeting is Friday, 5 October 2012. Accordingly, the last day to trade in order to be able to attend and vote at the general meeting is Friday, 28 September 2012.

Shareholders who have not dematerialised their shares or who have dematerialised their shares with own name registration are entitled to attend and vote at the general meeting. Any such shareholder is entitled to appoint a proxy or proxies to attend, speak and vote in their stead. The person so appointed need not be a shareholder of the Company. Proxy forms must be forwarded to reach the Company's transfer secretaries, Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg, 2001, South Africa or posted to the transfer secretaries at PO Box 61051, Marshalltown, 2107, South Africa, so as to be received by them by not later than 09:30 on Friday, 12 October 2012. Proxy forms must only be completed by shareholders who have not dematerialised their shares or who have dematerialised their shares and registered them in their own name. The chairman of the general meeting may, in his discretion, accept proxy forms that have been handed to him after the expiry of the aforementioned period up until the time of the commencement of the general meeting.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with own name registration, should contact their CSDP or broker in the manner and time stipulated in their agreement, in order to furnish them with their voting instructions and to obtain the necessary authority to do so, in the event that they wish to attend the general meeting.

In compliance with the provisions of section 58(8)(b)(i) of the Companies Act, a summary of the rights of a shareholder to be represented by proxy, as set out in section 58 of the Companies Act, is set out below and in the form of proxy.

A proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the general meeting.

A proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.

The appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as a shareholder.

The appointment of a proxy is revocable by the shareholder in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.

If the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Memorandum of Incorporation to be delivered by the Company to the shareholder, must be delivered by the Company to (a) the shareholder, or (b) the proxy or proxies, if the shareholder has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.

Attention is also drawn to the notes and instructions contained in the form of proxy.

The completion of a form of proxy does not preclude any shareholder from attending the general meeting.

On a show of hands, every shareholder of the Company present in person or represented by proxy shall have one vote only. On a poll, every shareholder of the Company shall have one vote for every share held in the Company by such shareholder.

ELECTRONIC PARTICIPATION

Shareholders are also able to attend, but not vote at, the general meeting by way of a webcast. Should you wish to make use of this facility, please contact Ms Riana Horne by e-mail at riana.horne@mediclinic.com or telephone at +27 21 809 6500, by no later than 09:30 on Friday 12 October.

PROOF OF IDENTIFICATION REQUIRED

The Act requires that any person who wishes to attend or participate in a shareholders meeting, must present reasonably satisfactory identification at the meeting. Any shareholder or proxy who intends to attend or participate at the general meeting must be able to present reasonably satisfactory identification at the general meeting for such shareholder or proxy to attend and participate therein. A green bar-coded identification document issued by the South African Department of Home Affairs, a driver's licence or a valid passport will be accepted as sufficient identification.

By order of the board

G C Hattingh
Company Secretary

Registered office:

Mediclinic International Limited
(Registration number 1983/010725/06)
Mediclinic Offices
Strand Road
Stellenbosch, 7600
South Africa
(PO Box 456, Stellenbosch, 7599)

Transfer Secretaries:

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

Mediclinic International Limited
Incorporated in the Republic of South Africa
(Registration number 1983/010725/06)
Share Code: MDC
ISIN: ZAE000074142
("Mediclinic" or "the Company")

FORM OF PROXY

FOR COMPLETION BY MEDICLINIC SHAREHOLDERS WHO HAVE NOT YET DEMATERIALISED THEIR SHARES OR WHO HAVE DEMATERIALISED THEIR SHARES WITH OWN NAME REGISTRATION ONLY.

If you wish to appoint a proxy to act on your behalf at the general meeting of shareholders of the Company to be held on Tuesday, 16 October 2012 at Neethlingshof Estate, Polkadraai Road, Vlottenburg, Stellenbosch at 09:30 and at any adjournment or postponement thereof, please complete and return this form of proxy (also see the notes and instructions overleaf).

Note: If your dematerialised shares in Mediclinic are held through a CSDP or broker and you have not provided the nominee with a general mandate to act on your behalf at shareholder meetings, and you wish to cast your vote at this general meeting or you want to attend the general meeting in person, please contact your CSDP or broker.

I/WE (Full names in BLOCK LETTERS please) ______________________________

of (insert address) ______________________________

being the holder(s) of ______________________________ shares, hereby appoint:

1. ______________________________ or failing him/her,

2. ______________________________ or failing him/her,

3. the chairperson of the general meeting of shareholders,

as my/our proxy to act for me/us and on my/our behalf at the general meeting of shareholders which will be held for the purpose of considering, and if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in Mediclinic registered in my/our name/s as follows:

Please indicate with an "X" the instructions to your proxy in the spaces provided below. In the absence of such indication the proxy will be entitled to exercise his/her discretion in voting.

	FOR	**AGAINST**	**ABSTAIN**
Ordinary Resolution Number One – Proposed Varkey stake acquisition			

Signed at ______________________ **on** ______________________ **2012**

Signature ______________________________

Assisted by (where applicable) ______________________________

Name ______________________ Capacity ______________________ Signature ______________________

(Please print in BLOCK LETTERS)

Please read the notes and instructions overleaf.

NOTES:

1. A shareholder entitled to attend and vote at the general meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a shareholder of the Company. Satisfactory identification must be presented by any person wishing to attend the general meeting, as set out in the notice.

2. Every shareholder present in person or by proxy and entitled to vote at the general meeting of the Company shall, on a show of hands, have one vote only, irrespective of the number of shares such shareholder holds, but in the event of a poll, each shareholder shall be entitled to one vote in respect of each share in the Company held by him/her.

3. Shareholders who have dematerialised their shares in the Company and are registered in their own names are shareholders who appointed Computershare Custodial Services as their CSDP with the express instruction that their uncertificated shares are to be registered in the electronic sub-register of shareholders in their own names.

INSTRUCTIONS ON SIGNING AND LODGING THE PROXY FORM:

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided overleaf, with or without deleting "the chairman of the general meeting", but any such deletion must be initialled by the shareholder. Should this space be left blank, the chairman of the general meeting will exercise the proxy. The person whose name appears first on the proxy form and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.

2. A shareholder's voting instructions to the proxy must be indicated by the insertion of an "X" or the number of votes exercisable by that shareholder in the appropriate spaces provided overleaf. Failure to do so shall be deemed to authorise the proxy to vote or to abstain from voting at the general meeting, as he/she thinks fit in respect of all the shareholder's exercisable votes. A shareholder or his/her proxy is not obliged to use all the votes exercisable by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.

3. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.

4. To be valid the completed proxy forms must be lodged with the transfer secretaries of the Company, Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg, 2001, South Africa or posted to the transfer secretaries at PO Box 61051, Marshalltown, 2107, South Africa, to be received by them not later 12 October 2012 at 09:30 (South African time). The chairman of the general meeting may, in his discretion, accept proxy forms that have been handed to him after the expiry of the aforementioned period up until the time of the commencement of the general meeting.

5. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the transfer secretaries or waived by the chairman of the general meeting.

6. The completion and lodging of this proxy form shall not preclude the relevant shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.

7. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this proxy form must be initialled by the signatory/ies.

8. The provisions of the Companies Act in relation to the revocation of the appointment of a proxy apply. A shareholder may accordingly revoke a proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of such revocation to the proxy and the Company.

9. The chairman of the general meeting may reject or accept any proxy form which is completed other than in accordance with these instructions provided that he is satisfied as to the manner in which a shareholder wishes to vote.