



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

CIRCULAR TO SHAREHOLDERS

relating to:

- **authorisation by Shareholders for the Company to issue new ordinary shares in the authorised but unissued share capital of Mediclinic as a specific authority in terms of clause 9.2 of the Memorandum of Incorporation for the purpose of implementing the Rights Offer;**
- **to the extent required, authorisation by Shareholders for the Company to issue new ordinary shares that equal or exceed 30% of the existing voting power of the entire issued share capital of the Company in accordance with the terms and conditions of the Rights Offer; and**
- **authorisation by Shareholders for the Company to provide Financial Assistance to Monte Rosa in connection with the subscription by Monte Rosa for the Preference Shares issued by MCSA**

and incorporating:

- **a notice convening a General Meeting of Shareholders; and**
- **a form of proxy (*blue*) for use by Certificated Shareholders and Dematerialised Shareholders with own name registration only.**

1 August 2012

This Circular is available in English only. Copies may be obtained from the registered office of the Company, at the address set out in the "Corporate Information and Advisers" section of this Circular, during normal business hours from 1 August 2012 to 30 August 2012.



**Joint financial adviser and
sponsor to Mediclinic**



**Legal adviser
to Mediclinic**

Greenhill

**Joint financial adviser
to Mediclinic**



**Communication adviser
to Mediclinic**

CORPORATE INFORMATION AND ADVISERS

Company secretary and registered office

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

Joint financial adviser to Mediclinic

Greenhill & Co International LLP
(Registration number OC332045)
Lansdowne House
57 Berkeley Square
London W1J 6ER
United Kingdom

Joint financial adviser and sponsor to Mediclinic

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
South Africa
(PO Box 786273, Sandton, 2146)

Transfer secretaries

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

Legal adviser to Mediclinic

Cliffe Dekker Hofmeyr Inc
(Registration number 2008/018923/21)
11 Buitengracht Street
Cape Town, 8001
South Africa
(PO Box 695, Cape Town, 8000)

Communication adviser to Mediclinic

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

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ACTION REQUIRED BY SHAREHOLDERS

This Circular is important and requires your immediate attention.

The definitions and interpretations commencing on page 4 of this Circular apply to this “Action required by Shareholders” section of the Circular.

If you are in any doubt as to the action you should take, please consult your Broker, CSDP, banker, attorney, accountant or other professional adviser immediately. If you have disposed of all of your Shares in Mediclinic, please forward this Circular to the person who purchased such Shares or the Broker, CSDP, banker or other agent through whom you disposed of such Shares.

This Circular contains information relating to the Resolutions as detailed in the notice of General Meeting. You should carefully read through this Circular and decide how you wish to vote on the Resolutions to be proposed at the General Meeting.

Mediclinic Shareholders are invited to attend the General Meeting to be held at Neethlingshof Estate, Polkadraai Road, Vlottenburg, Stellenbosch at 10:00 on Thursday, 30 August 2012.

1. If you hold Certificated Shares or Dematerialised Shares with own name registration

You are entitled to attend, 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 (*blue*), 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 10:00 on Tuesday, 28 August 2012.

2. If you hold Dematerialised Shares without own name registration

You must not complete the attached form of proxy.

If you wish to attend or be represented at the General Meeting, you must advise your CSDP or Broker timeously, in order for them to issue you with the necessary letter of representation to enable you to attend or be represented at the General Meeting. Should you not wish to attend the General Meeting in person, you must timeously provide your CSDP or Broker with your voting instruction in order for the CSDP or Broker to vote in accordance with your instruction at the General Meeting.

If your CSDP or Broker does not contact you, you are advised to contact your CSDP or Broker immediately. If your CSDP or Broker does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them.

IMPORTANT DATES AND TIMES

The definitions and interpretations commencing on page 4 of this Circular apply to this “Important dates and times” section of the Circular.

Salient dates and times	2012
Circular posted to Shareholders on	Wednesday, 1 August
Last day to trade to vote at the General Meeting	Friday, 17 August
Voting Record Date to determine which Shareholders are entitled to attend and vote at the General Meeting	Friday, 24 August
Last day for Shareholders to lodge forms of proxy (<i>blue</i>) for the General Meeting by 10:00 on	Tuesday, 28 August
General Meeting to be held at 10:00 on	Thursday, 30 August
Results of General Meeting to be released on SENS on	Thursday, 30 August
Results of General Meeting to be published in the South African press on	Friday, 31 August

Notes:

1. All times referred to in this Circular are local times in South Africa.
2. Any material variation to the above dates and times will be announced on SENS and published in the South African press.

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless otherwise stated or the context otherwise indicates, the words in the first column shall have the meanings stated opposite them in the second column hereunder and the words in the singular shall include the plural and vice versa, expressions denoting natural persons shall include juristic persons and associations of persons and an expression denoting any gender shall include the other gender:

“Act” or “Companies Act”	Companies Act, No. 71 of 2008, as amended;
“Board”	the board of directors of Mediclinic;
“Broker”	any person registered as a “broking member (equities)” in terms of the rules of the JSE made 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;
“Cents”	South African cents in the official currency of South Africa;
“Certificated Shareholders”	Shareholders who hold Certificated Shares;
“Certificated Shares”	Shares that have not been Dematerialised, the title to which is represented by a physical Document of Title;
“Circular”	this bound document dated 1 August 2012, including the notice of General Meeting and the form of proxy;
“CSDP”	a person that has been accepted by a Central Securities Depository as a participant in that Central Securities Depository or a “participant”, as defined in the Securities Services Act, appointed by individual Shareholders for purposes of and in regard to Dematerialisation;
“Dematerialisation” or “Dematerialised”	the process by which securities held in certificated form are converted to or held in electronic form as uncertificated securities and recorded in a Sub-register of securities holders by a CSDP;
“Dematerialised Shareholders”	Shareholders who hold Dematerialised Shares;
“Dematerialised Shares”	Shares that have been Dematerialised in accordance with the Strate system and which shareholding is recorded electronically;
“Directors”	the directors of Mediclinic;
“Documents of Title”	in respect of Certificated Shares, a valid Share certificate, certified transfer deed, balance receipt, or any other Document of Title acceptable to Mediclinic;
“Dr Hertzog”	the registered and beneficial holder (direct and indirect) and/or the authorised representative of his associates and immediate family of certain Mediclinic Shares in the capital of Mediclinic;
“Financial Assistance”	the financial assistance provided by Mediclinic International to Monte Rosa, as referred to in paragraph 3 of the Circular;
“Franc” or “CHF”	Swiss Franc, the official currency of Switzerland;
“General Meeting”	the General Meeting of Shareholders to be held at Neethlingshof Estate, Polkadraai Road, Vlottenburg, Stellenbosch at 10:00 on Thursday, 30 August 2012, for the purposes of considering, and if deemed fit, passing the Resolutions;
“the Group”	Mediclinic and its subsidiaries from time to time;
“Hirslanden”	Medi-Clinic Switzerland AG and its subsidiaries, which is wholly owned by Mediclinic;
“Hirslanden Finanz”	Hirslanden Finanz AG, a joint stock corporation previously incorporated and domiciled in Zurich, Switzerland with registration number CH-170.3.028.088-1 which has since been absorbed by Medi-Clinic Switzerland AG by way of a legal merger;
“IPI”	Industrial Partnership Investments Proprietary Limited, (registration number 1975/004528/07), a private company duly incorporated in accordance with the laws of the Republic of South Africa, and a wholly owned subsidiary of Remgro;

“JSE”	JSE Limited (registration number 2005/022939/06), a public company duly incorporated in accordance with the company laws of South Africa and which is licensed to operate as an exchange under the Securities Services Act;
“Last Practicable Date”	Friday, 27 July 2012, being the last practicable date on which information could be included in this Circular prior to its finalisation;
“Listings Requirements”	Listings Requirements of the JSE, as amended from time to time;
“MCSA”	Mediclinic Southern Africa (Proprietary) Limited (registration number 2008/004849/07), a private company with limited liability duly incorporated in accordance with the laws of the Republic of South Africa and a subsidiary of Mediclinic;
“Mediclinic” or “the Company”	Mediclinic International Limited (registration number 1983/010725/06), a public company duly incorporated in South Africa, the Shares of which are listed on the JSE;
“Mediclinic Investments”	Mediclinic Investments (Proprietary) Limited (registration number 1968/003378/07), a private company with limited liability incorporated in accordance with the laws of the Republic of South Africa and a subsidiary of Mediclinic;
“Memorandum of Incorporation”	the Memorandum of Incorporation of Mediclinic adopted by special resolution at the annual general meeting of Mediclinic held on 26 July 2012;
“Monte Rosa”	Monte Rosa Financing SPV Proprietary Limited (RF) (registration number 2012/047287/07), a private company with limited liability incorporated in accordance with the laws of the Republic of South Africa;
“Mpilo 2”	Mpilo Investment Holdings 2 Proprietary Limited (RF) (registration number 2005/015711/07), a private company with limited liability incorporated in accordance with the laws of the Republic of South Africa;
“Posting Record Date”	in relation to the Circular, the last time and date on which Shareholders must have been recorded in the Register in order to have been eligible to receive this Circular, being Friday, 20 July 2012;
“Preference Shares”	20,000 (twenty thousand) variable rate cumulative redeemable preference shares with no nominal or par value in the share capital MCSA;
“Rand” or “R” or “ZAR”	South African Rand, the official currency of South Africa;
“Register”	register of Certificated Shareholders maintained by the Transfer Secretaries, including all Sub-registers;
“Remgro”	Remgro Limited (registration number 1968/006415/06), a public company duly registered and incorporated with limited liability in accordance with the company laws of South Africa, the ordinary share capital of which is traded on the JSE;
“Resolutions”	the ordinary resolution by Shareholders authorising the Company to issue new ordinary shares in the authorised but unissued share capital of Mediclinic as a specific authority in terms of clause 9.2 of the Memorandum of Incorporation for purposes of implementing the Rights Offer; the special resolution by Shareholders authorising the Company to issue new ordinary shares that equal or exceed 30% of the existing voting power of the entire issued share capital of the Company in accordance with the terms and conditions of the Rights Offer and the special resolution by Shareholders authorising the Company to provide Financial Assistance to Monte Rosa in connection with the subscription by Monte Rosa for the Preference Shares issued by MCSA, as set out in the notice of General Meeting;
“Rights Offer”	the proposed fully underwritten rights offer of new ordinary shares in the Company to raise R5.0 billion;
“Securities Services Act”	Securities Services Act No. 36 of 2004, as amended;
“SENS”	Securities Exchange News Service of the JSE;
“Shareholders” or “Mediclinic Shareholders”	the registered holders of Shares;
“Shares” or “Mediclinic Shares”	ordinary shares of no par value in the issued share capital of Mediclinic, all of which are listed on the JSE;

“South Africa”	the Republic of South Africa;
“Strate”	Strate Limited (registration number 1998/022242/06), a public company duly incorporated in 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;
“Sub-register”	the record of Dematerialised Shares administered and maintained by a CSDP, and which forms part of the Company’s register of Shareholders as defined in the Act, excluding nominees;
“Transfer Secretaries”	Computershare Investor Services (Proprietary) Limited (registration number 2004/003647/07), a private company duly incorporated in South Africa;
“Trilantic”	International Hospital Network Partnership (registration number 48663), a South African en commandite partnership acting through its general partner, International Hospitals Network (GP) Limited, a company governed by the laws of Guernsey;
“the Underwriter”	IPI; and
“Voting Record Date”	in relation to the General Meeting, the last date on which Shareholders must be recorded in the Register in order to attend and vote at the General Meeting, being Friday, 24 August 2012.

MEDICLINIC INTERNATIONAL LIMITED

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

Directors of Mediclinic

Executive

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

Non-executive

J J Durand
M K Makaba
C M van den Heever

Independent Non-executive

D K Smith
R E Leu
A A Raath

CIRCULAR TO MEDICLINIC SHAREHOLDERS

1. Introduction

The Group is taking advantage of strong capital markets in both South Africa and Switzerland to strengthen its balance sheet by raising equity of ZAR5.0 billion and refinancing its existing debt facilities of c.ZAR28.0 billion* in these countries, in order to provide the appropriate capital structure to pursue strategic growth and development opportunities, while significantly reducing financing costs going forward.

In 2007, Mediclinic acquired a 100% interest in Hirslanden, the leading private hospital provider in Switzerland. The acquisition was partly financed through a debt facility of CHF2.45 billion raised without recourse to the Group's South African operations. At the same time, Hirslanden entered into a fixed-for-floating interest rate swap with a notional value of CHF2.45 billion.

As previously reported, this interest rate swap is significantly 'out-of-the-money' due to the reduction in Swiss interest rates across all maturities. Currently, the estimated mark-to-market liability is c.CHF0.4 billion. The total debt and debt-like obligations in Hirslanden are currently estimated to be c.CHF2.9 billion (c.ZAR24.4 billion*). In addition, the Group has existing borrowings of c.ZAR3.6 billion in South Africa.

As mentioned above, the Group intends to raise equity of ZAR5.0 billion in South Africa by way of the Rights Offer to existing Mediclinic Shareholders. In order to facilitate the Rights Offer, Mediclinic Shareholders are required to:

- authorise the Company to issue new ordinary shares in the authorised but unissued share capital of Mediclinic as a specific authority in terms of clause 9.2 of the Memorandum of Incorporation for purposes of implementing the Rights Offer; and
- to the extent required, authorise the Company to issue new ordinary shares that equal or exceed 30% of the existing voting power of the entire issued share capital of the Company.

In addition to the Rights Offer, Mediclinic intends to raise additional finance of ZAR2.0 billion through the issuance of the Preference Shares.

The purpose of this Circular is to provide Mediclinic Shareholders with the relevant information to enable them to make an informed decision as to whether or not they should vote in favour of the Resolutions set out in the notice of General Meeting which forms part of this Circular.

* based on an exchange rate of ZAR8.50 / CHF

2. Rationale and application of proceeds

The proceeds from the Rights Offer and the issue of the Preference Shares will be used to partly refinance the existing Hirslanden debt.

3. Financial Assistance for the subscription of Preference Shares in MCSA

Mediclinic intends to raise additional finance for the sole purposes of refinancing the existing term and revolving credit provided to Hirslanden to primarily finance the acquisition by Hirslanden of all the shares in Hirslanden Finanz. These funds will be raised by MCSA issuing the Preference Shares to Monte Rosa for an aggregate subscription price of ZAR2.0 billion.

As security for the obligations of MCSA to Monte Rosa under the Preference Shares:

- Mediclinic Investments will guarantee the obligations of MCSA under the Preference Shares, and cede in security to Monte Rosa all the ordinary shares it holds in MCSA; and
- Mediclinic will subordinate all its claims in and against Mediclinic Investments in favour of all the claims of Monte Rosa in and against Mediclinic Investments pursuant to the security described above, such subordination having the effect that all such claims of Mediclinic in and against Mediclinic Investments shall rank behind all the claims of Monte Rosa.

In terms of section 44(2) of the Companies Act, the subordination referred to above, is considered to be financial assistance by Mediclinic International to Monte Rosa in connection with the subscription by Monte Rosa for the Preference Shares, which is a related company to Mediclinic International for purposes of the Companies Act. Such financial assistance may only be granted if, amongst other things, it is approved by Mediclinic Shareholders by means of a special resolution under section 44(3)(a)(ii) of the Companies Act.

4. Particulars of the Rights Offer

The terms of the Rights Offer had not been finalised as at the Last Practicable Date.

Shareholders are referred to the announcements released on SENS on 1 August 2012 and published in the South African press on 2 August 2012, which provide the terms of the Rights Offer, including the Rights Offer price, the number of new Shares to be offered and the ratio of entitlement.

Any new Shares not taken up in terms of the Rights Offer will be available for allocation to Mediclinic Shareholders who wish to apply for a greater number of Shares than those offered to them in terms of the Rights Offer.

The Rights Offer is fully underwritten. The Underwriter has agreed to subscribe for all of the new Shares that are not taken up by Mediclinic Shareholders in terms of the Rights Offer.

5. Information on the Share capital

	Rand
<i>Authorised</i>	
1 000 000 000 ordinary shares of no par value	–
<i>Stated capital</i>	
652 315 341 ordinary shares of no par value	6 131 231 534
<i>Treasury shares</i>	
14 494 073 ordinary shares of no par value	(261 091 001)
Total	5 870 140 533

6. Notice of General Meeting

In terms of the Memorandum of Incorporation, the Board may issue Shares in the Company, but only to the extent that such issue has been approved by way of an ordinary resolution of the Shareholders in general meeting, either by way of a general or specific authority, and provided that such issue shall be subject to the approval of the JSE, to the extent applicable. For an ordinary resolution to be approved by Shareholders, it must be supported by more than 50% of the voting rights exercised on the resolution.

In order to implement the Rights Offer, Mediclinic accordingly requires the approval by Shareholders at the General Meeting to issue a sufficient number of the ordinary shares in the authorised but unissued share capital of Mediclinic. The specific authority will enable the Directors to issue the Shares required to implement the Rights Offer.

In addition to the approval contemplated above, section 41(3) of the Act and the Memorandum of Incorporation provide that any issue of new ordinary shares in the Company in a transaction (or a series of integrated transactions) requires the approval of Shareholders by special resolution, if the voting power of the Shares that are issuable as a result of the transaction (or series of integrated transactions) will be equal to or exceed 30% of the voting power of all the Shares in issue immediately before

implementation thereof. For a special resolution to be approved by Shareholders, it must be supported by at least 75% of the voting rights exercised on the resolution.

In order to implement the Rights Offer, Mediclinic accordingly requires the approval by Shareholders of such special resolution, to the extent that the issue of new Shares in terms of the Rights Offer equals or exceeds 30% of the existing voting power of the entire issued Shares.

In order to provide the Financial Assistance, Mediclinic requires the approval by Shareholders of a special resolution in terms of Section 44 (3)(a)(ii) of the Companies Act.

The General Meeting of Shareholders of Mediclinic will be held at Neethlingshof Estate, Polkadraai Road, Vlottenburg, Stellenbosch at 10:00 on Thursday, 30 August 2012, to consider, and if deemed fit, to pass with or without modification, the Resolutions proposed thereat.

A form of proxy (*blue*) for use by Certificated and Dematerialised Shareholders with own name registration who are unable to attend the General Meeting but wish to be represented thereat, is attached to, and forms part of this Circular. Duly completed forms of proxy must 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 10:00 on Tuesday, 28 August 2012.

Shareholders who hold Dematerialised Shares in Mediclinic through a CSDP or Broker and do not have own name registration, must timeously advise their CSDP or Broker of their intention to attend and vote at the General Meeting or be represented thereat in order for the CSDP or Broker to provide the necessary letter of representation to do so, or should Shareholders not wish to attend the General Meeting in person, must timeously provide their CSDP or Broker with their voting instruction in order for the CSDP or Broker to vote in accordance with their instruction at the General Meeting.

7. Shareholder support

Shareholders holding a majority of Mediclinic Shares have signed commitments to vote in favour of the proposed Resolutions. Details are set out in the table below:

Shareholder	Shares held	% of issued shares
IPI	283,080,915	43.40%
Mpilo 2	39,332,736	6.03%
Trilantic	39,231,535	6.01%
Dr Hertzog	4,875,774	0.75%
Total	366,520,960	56.19%

8. Documents available for inspection

Copies of the following documents will be available for inspection at the registered office of Mediclinic, whose details can be found in the "Corporate Information and Advisers" section on the inside cover of this Circular, during normal business hours on a Business Day from the date of issue of this Circular until the date of the General Meeting:

- signed copy of this Circular and notice of General Meeting;
- Memorandum of Incorporation; and
- Signed commitments to vote in favour of the Resolutions.

For and on behalf of the Board

Mediclinic International Limited

GC Hattingh
Company Secretary

Stellenbosch
1 August 2012

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

Notice is hereby given that a General Meeting of Shareholders of Mediclinic will be held at Neethlingshof Estate, Polkadraai Road, Vlotenburg, Stellenbosch at 10:00 on Thursday, 30 August 2012 to consider, and if deemed fit, to pass, with or without modification, the special and ordinary resolutions set out below.

This notice has been sent to Shareholders who were recorded as such in the Company's Register on Friday, 20 July 2012, being the notice Posting Record Date set by the Board of the Company in terms of the Act determining which Shareholders are entitled to receive notice of the General Meeting.

The definitions commencing on page 4 of the Circular to which this notice of General Meeting is attached and forms part of, have, where necessary, been used in this notice of General Meeting.

ORDINARY RESOLUTION NUMBER ONE – SPECIFIC AUTHORITY TO ISSUE NEW SHARES

Resolved that the Board be and is hereby authorised to issue all of the ordinary shares in the authorised but unissued share capital of the Company as a specific authority in terms of clause 9.2 of the Company's Memorandum of Incorporation for the purpose and in accordance with the terms and conditions of the proposed Rights Offer, subject to the provisions of the Act, the Company's Memorandum of Incorporation and the JSE Listings Requirements, to the extent applicable.

Additional information in respect of Ordinary Resolution Number One

The ordinary resolution requires the approval by more than 50% of the votes exercised on the resolution by Shareholders present or represented by proxy at the General Meeting, and further subject to the provisions of the Act, the Company's Memorandum of Incorporation and the JSE Listings Requirements, the extent applicable.

SPECIAL RESOLUTION NUMBER ONE – AUTHORITY TO ISSUE SHARES WITH VOTING POWER EQUAL TO OR IN EXCESS OF 30% OF THE VOTING POWER PRIOR TO SUCH ISSUE

Resolved that, subject to the passing of Ordinary Resolution Number One, and in accordance with section 41(3) of the Companies Act, the Directors be and are hereby authorised to allot and issue ordinary shares of no par value in the authorised but unissued share capital of the Company which have voting power equal to or in excess of 30% of the voting rights of all ordinary shares of no par value immediately prior to the issue, which issue shall be in accordance with the terms and conditions of the proposed Rights Offer.

Additional information in respect of Special Resolution Number One

The reason for this special resolution is to authorise the issue of ordinary shares with no par value which have voting rights equal to or in excess of 30% of the voting rights of all ordinary shares of no par value immediately prior to the issue for purposes of implementing the proposed Rights Offer.

The effect of the special resolution is to grant the Directors an authority in terms of section 41(3) of the Companies Act for purposes of implementing the Rights Offer.

The special resolution requires the approval by at least 75% of the votes exercised on the resolution by Shareholders present or represented by proxy at the General Meeting, and further subject to the provisions of the Act, the Company's Memorandum of Incorporation and the JSE Listings Requirements, to the extent applicable.

SPECIAL RESOLUTION NUMBER TWO – AUTHORITY TO PROVIDE FINANCIAL ASSISTANCE TO MONTE ROSA IN TERMS OF SECTION 44 OF THE ACT

Resolved that the Financial Assistance to be granted by the Company to Monte Rosa in connection with the subscription by Monte Rosa for the Preference Shares issued by MCSA, be and is hereby approved in terms of the provisions of section 44(3)(a)(ii) of the Companies Act.

Additional information in respect of Special Resolution Number Two

The special resolution requires the approval by at least 75% of the votes exercised on the resolution by Shareholders present or represented by proxy at the General Meeting, and further subject to the Provisions of the Act, the Company's Memorandum of Incorporation and the JSE Listing Requirements, to the extent applicable.

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, 24 August 2012. Accordingly, the last day to trade in order to be able to attend and vote at the General Meeting is Friday, 17 August 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 (Proprietary) Limited, 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 10:00 on Tuesday, 28 August 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 to 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 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 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 participate and 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.

PROOF OF IDENTIFICATION REQUIRED

As per the Act, 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 of Directors

GC 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
South Africa
(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 Thursday, 30 August 2012 at Neethlingshof Estate, Polkadraai Road, Vlottenburg, Stellenbosch at 10:00 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 – Specific authority to issue new ordinary shares			
Special Resolution Number One – Authority to issue shares with voting power equal to or in excess of 30% of the voting power prior to such issue			
Special Resolution Number Two – Authority to provide Financial Assistance to Monte Rosa in terms of Section 44 of the Act			

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 (Proprietary) Limited, 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 than Tuesday, 28 August 2012 at 10:00 (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 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.