The Enlarged Group is expected to benefit from the Company's premium listing on the Main Market of the LSE and expected inclusion in the FTSE 100 index, together with

The Enlarged Group will be a leading international private healthcare provider with deep operational expertise and a well-balanced geographic profile in Southern Africa,

Following preliminary analysis undertaken by Al Noor and Mediclinic, there are opportunities for potential cost synergies to be exploited for the UAE businesses, given

Additionally, immediately following completion of the Combination, the Company will have an issued preference share capital of 50,000 redeemable non-voting preference

Completion of the Combination and therefore the occurrence of the Operative Date remains subject to the satisfaction of certain conditions, including the acknowledgements

persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from any Restricted Jurisdiction.

The Company’s financial year end is currently 31 December but it is expected to be changed to 31 March following the Operative Date.

The Board of Directors of the Company believes that its listing status will provide incremental advantages to the Enlarged Group through increased liquidity and

In this document, "Al Noor" will refer to "Al Noor Hospitals Group plc" (Registration number: 08338604) and "Mediclinic" will refer to "Mediclinic International Limited" (Registration number: 214236920) each as defined in the Scheme Circular. In this document, "the Company", "we", "us" and "our" will refer to "Al Noor Hospitals Group plc" as defined in the Scheme Circular.

The Board of Directors of the Company believes that its listing status will provide incremental advantages to the Enlarged Group through increased liquidity and

The Board of Directors of the Company believes that its listing status will provide incremental advantages to the Enlarged Group through increased liquidity and

The Scheme Circular will be made available on the websites of the Company and the New Board and the Chief Financial Officer will be Craig Tingle. Further details of the New Board, with effect from the Operative Date, are set out below.

The Company has a premium listing on the Main Market of the LSE. Being listed on the premium listing segment of the Official List maintained by the LSE and being a listed company on the Main Board of the JSE Limited, the Company is subject to higher disclosure and regulatory standards than a company listed on the National Savings Board ("NSX") or the Namibian Stock Exchange ("NSX") as an emerging market participant.

Their Existing Shares under the Tender Offer, up to 177,985 New Shares being issued to satisfy awards made in 2014 and 2015 under the Al Noor Deferred Annual Bonus Plan 2013 and the Al Noor Deferred Annual Bonus Plan 2014.

If the tender offer is made for the purpose of obtaining majority control of a company, the shares of the target company will be tendered to the Tender Offer, the tender offer being completed by the tender offeror, for such purposes as set out above.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The exercise price of the New Shares will be determined pursuant to the provisions of the Companies Act and the South African Companies Regulations of 2011 and has not been approved by, and/or registered with, the

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer may be withdrawn or terminated at any time if the Company determines that it is not feasible to complete the tender offer or if the tender offer is not feasible for any other reason.

A person who sells or otherwise transfers any of the New Shares acquired by tendering their Existing Shares under the Tender Offer may be deemed to be an underwriter of the Shares and may be required to register as such under the Companies Act.

No person shall sell or otherwise transfer any of the New Shares acquired by tendering their Existing Shares under the Tender Offer unless he has registered as a "promoter" under the Companies Act, unless such person has obtained a letter from the Registrar of Companies confirming that he is not required to register as such.

The tender offer may be withdrawn or terminated at any time if the Company determines that it is not feasible to complete the tender offer or if the tender offer is not feasible for any other reason.

The tender offer will not be made available for sale in the United States and, to the knowledge of Al Noor, no person in the United States is a promoter of the Shares.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The exercise price of the New Shares will be determined pursuant to the provisions of the Companies Act and the South African Companies Regulations of 2011 and has not been approved by, and/or registered with, the

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.

The tender offer or invitation to tender will not be made to, or in respect of, any person in any Restricted Jurisdiction and there is no intention to register the Shares in any Restricted Jurisdiction.