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# MEDICLINIC

## INTERNATIONAL

### MEDICLINIC INTERNATIONAL LIMITED

Incorporated in the Republic of South Africa

(Registration number: 1983/010725/06)

JSE Share Code: MDC

NSX Share Code: MCI

ISIN: ZAE000074142

("Mediclinic" or "the Company")

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## CIRCULAR TO SHAREHOLDERS

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relating to:

**a fully underwritten renounceable Rights Issue to Qualifying Shareholders in respect of 111 111 111 Rights Issue Shares in the ratio of 12.80145 Rights Issue Shares for every 100 Shares held at the close of trade on Friday, 7 August 2015, at a price of R90.00 per Rights Issue Share**

and including:

**a Form of Instruction in respect of Letters of Allocation for use by Qualifying Certificated Shareholders only (blue).**

The Directors, 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.

This Circular is issued in compliance with the Listings Requirements, for the purpose of providing information with regard to the Company and the Rights Issue.

Unless otherwise apparent from the context, the definitions and interpretations commencing on page 10 of this Circular apply to this cover page and throughout this Circular.

This Circular is available in English only. Copies may be obtained from the registered offices of the Company and Rand Merchant Bank at the addresses set out in the "Corporate Information and Advisors" section of this Circular from 3 August 2015 until 21 August 2015, both days inclusive. The Circular will, subject to certain restrictions, also be available on the website of the Company ([www.mediclinic.com](http://www.mediclinic.com)) from 3 August 2015.

Date of issue: Monday, 3 August 2015

**Financial advisor and JSE  
sponsor**



**Financial advisor to the  
acquisition**

**Morgan Stanley**

**NSX sponsor**



**South African legal advisor**



**International legal advisors**

**SLAUGHTER AND MAY  
CRAVATH, SWAINE & MOORE LLP**  
(as to US law)

# THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and abbreviations commencing on page 10 of this Circular apply, *mutatis mutandis*, throughout this Circular, including this page.

## **ACTION REQUIRED**

Shareholders are also referred to page 6 of this Circular which sets out the detailed action required by both Certificated Shareholders and Dematerialised Shareholders.

If you are in any doubt as to the action you should take in relation to this Circular, please consult your CSDP, broker, banker, attorney, accountant or other professional advisor immediately.

If you have disposed of all your Shares, please forward this Circular to the purchaser of such Shares or to the CSDP, broker, banker, attorney, accountant or other agent through whom the disposal was effected.

## **DISCLAIMER**

All transactions arising from the provisions of this Circular and the Form of Instruction shall be governed by and be subject to the laws of South Africa.

The distribution of this Circular, the Form of Instruction, the Letters of Allocation (and the renunciation and transfer thereof), and/or the Rights in jurisdictions other than South Africa may be restricted or affected by the laws of such jurisdiction, and failure to comply with any of those restrictions may constitute a violation of the laws of any such jurisdiction. Non-resident Shareholders should inform themselves about and observe any applicable legal requirements of such jurisdictions in relation to all aspects of this Circular that may affect them, including the Rights Issue. It is the responsibility of any foreign Shareholder to satisfy himself/herself/itself as to the full observation of the laws and regulatory requirements of the relevant jurisdiction in connection with the Rights Issue, including but not limited to: the obtaining of any governmental, exchange control or other consent; the making of any filings which may be required; the compliance with other necessary formalities; and the payment of any issue, transfer or other taxes or requisite payments due in such jurisdiction.

The Rights Issue is further subject to any applicable laws and regulations of South Africa, including but not limited to the Companies Act, the Listings Requirements and the Exchange Control Regulations. Any foreign Shareholder who is in doubt as to its position, including without limitation its tax status, should consult an appropriate independent professional advisor in the relevant jurisdiction without delay. The Company and its Directors accept no responsibility for the failure by any Shareholder to inform itself about, or to observe, any applicable legal requirements in any relevant jurisdiction, nor for any failure by the Company to observe the requirements of any jurisdiction.

This Circular has been prepared in accordance with applicable law and regulatory requirements in South Africa and the Listing Requirements of the JSE, and not in accordance with, or so as to comply with, the laws or regulatory requirements of any other jurisdiction. The information disclosed in this Circular may not be the same as the information that would have been disclosed had this Circular been prepared in accordance with, or so as to comply with, the laws or regulatory requirements of any other jurisdiction.

Non-resident Shareholders are referred to paragraph 5.13 and 5.14 of this Circular setting out certain Exchange Control Regulations and other restrictions or principles which may be relevant to them.

The Letters of Allocation and the Rights Issue Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("**US Securities Act**"), or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable state and other securities laws of the United States. There will be no public offer of the Letters of Allocation and the Rights Issue Shares in the United States. The Letters of Allocation and the Rights Issue Shares are being offered and sold in offshore transactions in compliance with Regulation S of the US Securities Act ("**Regulation S**"). In the United States, persons that are qualified institutional buyers ("**QIBs**") as defined in Rule 144A of the US Securities Act ("**Rule 144A**") may exercise Letters of Allocation and acquire Rights Issue Shares pursuant to exemptions from the registration requirements of the US Securities Act. Any person in the United States acquiring Rights Issue Shares must execute and deliver to the Company an investor letter satisfactory to the Company to the effect that such person and any account for which it is acquiring the Rights Issue Shares is a QIB within the meaning of Rule 144A and satisfies certain other requirements. Subject to certain exceptions, this Circular and any other materials relating to the Rights Issue may not be sent to any Shareholder in, or with a registered address in, the United States.

The Letters of Allocation and the Rights Issue Shares will also not be registered under the securities laws of any Excluded Territories and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within such jurisdictions except pursuant to an applicable exemption. In particular, subject to certain exceptions, this Circular, the accompanying Form of Instruction and any other Rights Issue documents should not be distributed, forwarded to or transmitted in or into the United States or the other Excluded Territories.

The Rights Offer will not constitute an “offer to the public”, as envisaged in Chapter 4 of the Companies Act and accordingly this Circular does not, nor does it intend to, constitute a “registered prospectus”, as contemplated in Chapter 4 of the Companies Act.

Should any person who is not a Shareholder receive this Circular they should not and will not be entitled to acquire any Shares or Letters of Allocation or otherwise act thereon.

This Circular and any accompanying documentation are not intended to, and do not constitute, or form part of, an offer to sell or an invitation to purchase or subscribe for any securities or a solicitation of any vote or approval in any jurisdiction in which it is unlawful to make such an offer. In those circumstances or otherwise if the distribution of this Circular and any accompanying documentation in jurisdictions outside of South Africa are restricted or prohibited by the laws of such jurisdiction, this Circular and any accompanying documentation are deemed to have been sent for information purposes only and should not be copied or redistributed.

Rand Merchant Bank is acting exclusively for the Company and no one else in connection with the Rights Issue and the Acquisition. Morgan Stanley (together the “**Banks**”) is acting exclusively for the Company and no one else in connection with the Acquisition. The Banks will not regard any other person (whether or not a recipient of this Circular) as a client in relation to the Rights Issue and/or the Acquisition (as applicable) and will not be responsible to anyone other than the Company for providing the protections afforded to clients of the Banks or for providing advice in relation to the Rights Issue or any other matter referred to in this Circular. The Banks accept no responsibility whatsoever and make no warranty, express or implied, for the contents of this Circular, or any other documentation relating to the Rights Issue, including its currency, accuracy, reliability, timeliness, continued availability, correctness, completeness or verification or for any other statement made or purported to be made by it, its affiliates, officers, employees or advisors, or on its behalf, in connection with the Company, the group, the Rights Issue, the Rights and the Rights Issue Shares (“**Information**”). Each of the Banks, accordingly, disclaims to the maximum extent permitted by applicable law all and any responsibility or liability, whether arising in tort, contract or otherwise and whether arising as a result of any omission from, or inadequacy or inaccuracy in, the Information or the distribution, responsibility or possession or use of the Information in or from any jurisdiction which they might otherwise have in respect of this Circular or any such statement.

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## CORPORATE INFORMATION AND ADVISORS

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### **Company secretary and registered office**

GC Hattingh  
Mediclinic Offices  
Strand Road  
Stellenbosch, 7600  
(PO Box 456, Stellenbosch, 7599)

### **Underwriter**

Friedshelf 1670 Proprietary Limited (in the process of being renamed Remgro Healthcare Holdings Proprietary Limited), a wholly-owned subsidiary of Remgro Limited  
(Registration number 2015/118553/07)  
Millennia Park  
16 Stellentia Avenue  
Stellenbosch, 7600  
(PO Box 456, Stellenbosch, 7599)

### **Financial advisor and JSE sponsor**

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

### **Transfer Secretaries**

#### **South Africa:**

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

#### **Namibia:**

Transfer Secretaries (Proprietary) Limited  
(Registration number 93/713)  
4 Robert Mugabe Avenue (entrance in Burg Street)  
Windhoek, Namibia  
(PO Box 2401, Windhoek, Namibia)

### **South African legal advisors**

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

### **International legal advisors**

Slaughter and May  
One Bunhill Row  
London EC1Y 8YY  
United Kingdom  
  
Cravath, Swaine & Moore LLP (as to US law)  
CityPoint  
One Ropemaker Street  
London EC2Y 9HR

### **Financial advisor to the acquisition**

Morgan Stanley & Co. International plc  
(Registration number 165935)  
25 Cabot Square  
Canary Wharf  
London E14 4QA  
United Kingdom

### **NSX sponsor**

Simonis Storm Securities (Proprietary) Limited  
Member of the NSX  
(Registration number 96/421)  
4 Koch Street  
Klein Windhoek  
Namibia  
(PO Box 3970, Windhoek, Namibia)

### **Date of incorporation of Mediclinic**

3 October 1983

### **Place of incorporation of Mediclinic**

South Africa

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## ACTION REQUIRED BY QUALIFYING SHAREHOLDERS

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This Circular is important and requires your immediate attention.

If you are in any doubt as to what action you should take, you should consult your CSDP, Broker, banker, legal advisor, accountant or other professional advisor immediately. If you have disposed of all of your Mediclinic Shares, this Circular should be forwarded to the purchaser to whom, or the CSDP, Broker, banker or agent through whom, you disposed of such Shares, except that this Circular should not be forwarded or transmitted to any person in any territory other than South Africa unless the Rights Issue can lawfully be made to such person or in such territory.

The Rights that are represented by Letters of Allocation are valuable and may be traded on the JSE. Letters of Allocation can, however, only be traded in Dematerialised form and accordingly, all Letters of Allocation have been issued in Dematerialised form.

An electronic record for Certificated Shareholders is being maintained by the JSE Transfer Secretaries, and this has made it possible for Qualifying Certificated Shareholders to enjoy similar Rights and opportunities as Qualifying Dematerialised Shareholders in respect of the trading of Letters of Allocation on the JSE.

### ACTION REQUIRED BY QUALIFYING CERTIFICATED SHAREHOLDERS

A Form of Instruction for completion by Qualifying Certificated Shareholders is enclosed with this Circular and the relevant procedure for participation in the Rights Issue is set out below.

Letters of Allocation will be created in electronic form with the JSE Transfer Secretaries to afford Qualifying Certificated Shareholders the same rights and opportunities as Qualifying Dematerialised Shareholders in respect of the trading of Letters of Allocation on the JSE.

If you do not wish to exercise all of the Rights allocated to you as reflected in the Form of Instruction, you may either dispose of or renounce all or some of your Letters of Allocation as follows:

- if you wish to sell all or some of your Letters of Allocation, you must complete **Form A** in the enclosed Form of Instruction and return it to the JSE Transfer Secretaries so as to be received by no later than 12:00 on Friday, 14 August 2015. The JSE Transfer Secretaries will endeavour to procure the sale of the Letters of Allocation on the JSE on your behalf and will remit the net proceeds thereof in accordance with your instructions, provided that such proceeds are not less than R154.48. In this regard, neither the Transfer Secretaries nor any Broker appointed by them to effect such sale nor Mediclinic will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising from the timing of such sales, the price obtained, or the failure to dispose of any or all of such Letters of Allocation. Please note that, in respect of Qualifying Certificated Shareholders, the last day to trade Letters of Allocation is Friday, 14 August 2015; and
- if you wish to renounce some or all of your Letters of Allocation in favour of any named renounee, you must complete **Form B** in the enclosed Form of Instruction, and the renounee must complete **Form C** in the enclosed Form of Instruction and return it to the JSE Transfer Secretaries, so as to be received by no later than 12:00 on Friday, 21 August 2015, together with payment of the aggregate Rights Issue Price payable in respect of the Rights Issue Shares subscribed for.

If you are a Qualifying Certificated Shareholder and wish to exercise all or some of the Rights allocated to you as reflected in the enclosed Form of Instruction, you must complete the enclosed Form of Instruction in accordance with the instructions contained therein and lodge it, together with payment of the aggregate Rights Issue Price payable in respect of the Rights Issue Shares subscribed for with the JSE Transfer Secretaries so as to be received by the JSE Transfer Secretaries by no later than 12:00 on Friday, 21 August 2015.

Qualifying Certificated Shareholders who are resident in Namibia should in addition refer to paragraph 5.14 on page 23 of this Circular regarding their participation in the Rights Issue. Provided that the Rights Issue is made in Namibia, Qualifying Certificated Shareholders (or their renounees) who are resident in Namibia are advised that they are entitled (but not obliged) to return their completed Form of Instruction, together with payment of the aggregate Rights Issue Price payable in respect of the Rights Issue Shares subscribed for (if applicable), to the NSX Transfer Secretaries instead of the JSE Transfer Secretaries, in accordance with the same instructions and by the same dates and times stipulated above.

No excess applications will be permitted.

To the extent that you subscribe for Rights Issue Shares, you will receive such Rights Issue Shares in certificated form. You will only be able to sell your Rights Issue Shares on the JSE once such Rights Issue Shares have been Dematerialised.

**If the required documentation and payment have not been received in accordance with the instructions contained in this Circular and the Form of Instruction (either from the Qualifying Shareholder or from any person in whose favour the Rights have been renounced) by 12:00 on Friday, 21 August 2015, then the Rights and the relevant number of unsubscribed Rights Issue Shares will be deemed to have been declined and the Rights Issue entitlement will lapse.**

#### **ACTION REQUIRED BY QUALIFYING DEMATERIALISED SHAREHOLDERS**

If you are a Qualifying Dematerialised Shareholder, you will not receive a Form of Instruction and you should receive notification from your CSDP or Broker regarding the Rights to which you are entitled in terms of the Rights Issue.

Your account with your CSDP or Broker will be credited with the number of Letters of Allocation to which you are entitled and you are required to notify your CSDP or Broker:

- whether you wish to follow your Rights in terms of the Rights Issue and, if so, in respect of how many Rights Issue Shares; and/or
- whether you wish to sell your Letters of Allocation and, if so, how many Letters of Allocation you wish to sell; and/or
- whether you wish to renounce your Letters of Allocation and, if so, how many Letters of Allocation and in favour of whom you wish to renounce such Letters of Allocation.

Rights not exercised will be deemed to have been declined and will lapse and you shall not receive any economic benefit in respect of such lapsed Rights.

If you are a Qualifying Dematerialised Shareholder and wish to follow all or some of your Rights, you are required to notify your duly appointed CSDP or Broker of your acceptance of the Rights Issue in the manner and within the time stipulated in the agreement governing the relationship between you and your CSDP or Broker. If you are not contacted, you should contact your CSDP or Broker and provide them with your instructions. If your CSDP or Broker does not obtain instructions from you, they are obliged to act in terms of the mandate granted to them by you, or if the mandate is silent in this regard, they shall not subscribe for Rights Issue Shares on your behalf in terms of the Rights Issue.

Mediclinic does not take responsibility and will not be held liable for any failure on the part of your CSDP or Broker to notify you of the Rights Issue and/or to obtain instructions from you to subscribe for the Rights Issue Shares and/or to sell and/or renounce your Letters of Allocation.

No excess applications will be permitted.

CSDPs effect payment in respect of Dematerialised Shareholders on a delivery versus payment basis. You must ensure that you have sufficient funds in your account to settle the aggregate Rights Issue Price payable in respect of the Rights Issue Shares for which you wish to subscribe.

#### **NON-RESIDENT SHAREHOLDERS**

Shareholders who are Non-residents are referred to paragraphs 5.13 and 5.14 of this Circular regarding applicable Exchange Control Regulations and other restrictions which may be relevant to them.

The Letters of Allocation and the Rights Issue Shares have not been and will not be registered under the US Securities Act, or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable state and other securities laws of the United States. There will be no public offer of the Letters of Allocation and the Rights Issue Shares in the United States. The Letters of Allocation and the Rights Issue Shares are being offered and sold in offshore transactions in compliance with Regulation S. In the United States, persons that are QIBs within the meaning of Rule 144A may exercise Letters of Allocation and acquire Rights Issue



Shares pursuant to exemptions from the registration requirements of the US Securities Act. Any person in the United States acquiring the Rights Issue Shares must execute and deliver to the Company an investor letter satisfactory to the Company to the effect that such person and any account for which it is acquiring the Rights Issue Shares is a QIB within the meaning of Rule 144A and satisfies certain other requirements. Subject to certain exceptions, this Circular and any other materials relating to the Rights Issue may not be sent to any Shareholder in, or with a registered address in, the United States.

The Letters of Allocation and the Rights Issue Shares will also not be registered under the securities laws of any Excluded Territories and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within such jurisdictions except pursuant to an applicable exemption. In particular, subject to certain exceptions, this Circular, the accompanying Form of Instruction and any other Rights Issue documents should not be distributed, forwarded to or transmitted in or into the United States or the other Excluded Territories.

Shareholders who are resident in Namibia should in addition refer to paragraph 5.14 on page 23 of this Circular regarding their participation in the Rights Issue.

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## SALIENT DATES AND TIMES

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2015

Last day to trade in Shares in order to participate in the Rights Issue ( <i>cum</i> entitlement)	Friday, 31 July
Shares commence trading ex entitlement at 09:00 on	Monday, 3 August
Listing of and trading in the Letters of Allocation on the JSE commences at 09:00 on	Monday, 3 August
Circular and a Form of Instruction, where applicable, posted to Qualifying Certificated Shareholders on	Tuesday, 4 August
Record Date at 17:00 on	Friday, 7 August
<b>Rights Issue opens at 09:00 on</b>	Tuesday, 11 August
In respect of Qualifying Certificated Shareholders, Letters of Allocation credited to an electronic account held with the Transfer Secretaries at 09:00 on	Tuesday, 11 August
In respect of Qualifying Dematerialised Shareholders, CSDP or Broker accounts credited with Letters of Allocation at 09:00 on	Tuesday, 11 August
Circular, where applicable, posted to Qualifying Dematerialised Shareholders on	Wednesday, 12 August
Last day to trade Letters of Allocation on the JSE	Friday, 14 August
In respect of Qualifying Certificated Shareholders wishing to sell all or some of their Letters of Allocation, Forms of Instruction to be lodged with the Transfer Secretaries by 12:00 on	Friday, 14 August
Listing of Rights Issue Shares and trading therein on the JSE commences at 09:00 on	Monday, 17 August
In respect of Qualifying Certificated Shareholders (or their renounees) wishing to exercise all or some of their Rights, payment to be made and Forms of Instruction to be lodged with the Transfer Secretaries by 12:00 on	Friday, 21 August
<b>Rights Issue closes at 12:00 on</b>	Friday, 21 August
Record date for the Letters of Allocation on	Friday, 21 August
Rights Issue Shares issued on	Monday, 24 August
In respect of Qualifying Dematerialised Shareholders (or their renounees), CSDP or Broker accounts debited with the aggregate Rights Issue Price and updated with Rights Issue Shares at 09:00 on	Monday, 24 August
In respect of Qualifying Certificated Shareholders (or their renounees), Share certificates in respect of Rights Issue Shares posted on or about	Monday, 24 August
Results of the Rights Issue announced on SENS on	Monday, 24 August
Results of the Rights Issue published in the South African press on	Tuesday, 25 August
Results of the Rights Issue published in the Namibian press on	Wednesday, 26 August

### Notes:

1. Share certificates in respect of Shares may not be Dematerialised or rematerialised between Monday, 3 August 2015 and Friday, 7 August 2015, both days inclusive.
2. If you are a Qualifying Dematerialised Shareholder you are required to notify your duly appointed CSDP or Broker of your acceptance of the Rights Issue in the manner and time stipulated in the agreement governing the relationship between yourself and your CSDP or Broker.
3. CSDPs effect payment on a delivery versus payment method in respect of Qualifying Dematerialised Shareholders.
4. All times are South African times.
5. Share certificates will be posted at the risk of the Qualifying Certificated Shareholders (or their renounees).

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## DEFINITIONS AND INTERPRETATIONS

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Throughout this Circular, unless the context indicates otherwise, the words in the column on the left below shall have the meaning stated opposite them in the column on the right below, reference to the singular shall include the plural and *vice versa*, words denoting one gender include the other and words and expressions denoting natural persons include juristic persons and associations of persons:

“Acquisition”	the Remgro Transaction and the Spire Acquisition;
“Authorised Dealer”	a person authorised to deal in foreign exchange as contemplated in the Exchange Control Regulations;
“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 Financial Markets Act;
“Board”	the board of Directors, which, as at the Last Practicable Date, comprised the persons whose names appear on page 14 of this Circular;
“Business Day”	any day other than Saturday, Sunday or any official public holiday in South Africa;
“Business Venture Investments”	Business Venture Investments No 1871 Proprietary Limited (registration number 2015/173130/07), a limited liability private company duly incorporated in the Republic of South Africa and a wholly-owned subsidiary of Remgro Healthcare Holdings;
“Certificated Shareholders”	holders of Certificated Shares;
“Certificated Shares”	Shares that have not been Dematerialised, the title to which is represented by a share certificate or other Documents of Title;
“Circular”	this bound document, dated 3 August 2015 including a Form of Instruction, where applicable;
“Common Monetary Area”	collectively, South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;
“Companies Act”	the Companies Act, No. 71 of 2008, as amended;
“CSDP”	a central securities depository participant, being a “participant” as defined in section 1 of the Financial Markets Act, appointed by a shareholder for purposes of, and in regard to, Dematerialisation and to hold and administer securities or an interest in securities on behalf of a shareholder;
“Dematerialisation” or “Dematerialised”	the process by which Certificated Shares are converted to or held in electronic form as uncertificated securities and recorded in a sub-register of securities holders maintained 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 Shareholders”	holders of Dematerialised Shares;
“Dematerialised Shares”	Shares which have been through the Dematerialisation process;
“Designated Bank Account”	the South African bank account into which Qualifying Certificated Shareholders can make payment by way of Electronic Funds Transfer, the details of which will be provided on request from the Transfer Secretaries;
“Directors”	the directors of Mediclinic, being both non-executive and executive directors;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts, or any other documents of title to Shares;

“Exchange Control Regulations”	the Exchange Control Regulations, 1961, as amended, promulgated in terms of section 9 of the South African Currency and Exchanges Act, No. 9 of 1933, as amended;
“Excluded Territories”	the United States, Australia, Canada, Japan and Hong Kong and any other jurisdiction where the extension or making of the Rights Issue would be unlawful or in contravention of certain regulations;
“Financial Markets Act”	the Financial Markets Act, No. 19 of 2012, as amended;
“Form of Instruction”	a printed, personalised form of instruction in respect of Letters of Allocation reflecting the Rights of Qualifying Certificated Shareholders and on which Certificated Shareholders are entitled to indicate whether they wish to take up their Rights or sell or renounce all or a portion of their Letters of Allocation;
“JSE”	the stock exchange operated by the JSE Limited;
“JSE Limited”	JSE Limited (registration number 2005/022939/06), a public company duly registered and incorporated with limited liability in accordance with the laws of South Africa and which is licensed to operate an exchange in terms of the Financial Markets Act;
“JSE Transfer Secretaries”	the transfer secretaries of Mediclinic in South Africa, namely Computershare Investor Services Proprietary Limited (registration number 2004/003647/07), a private company duly incorporated in accordance with the laws of South Africa;
“Last Practicable Date”	Friday, 17 July 2015, being the last practicable date prior to the finalisation of this Circular;
“Letter of Allocation”	a renounceable (nil paid) letter of allocation issued by the Company to Qualifying Shareholders in Dematerialised form, conferring a Right on the holder thereof;
“Listings Requirements”	the JSE Listings Requirements, as amended;
“Mediclinic” or “the Company”	Mediclinic International Limited (registration number 1983/010725/06), a public company duly registered and incorporated with limited liability in accordance with the laws of South Africa;
“Mediclinic Investments”	Mediclinic Investments Proprietary Limited (registration number 1968/003378/07), a private company duly registered and incorporated with limited liability in accordance with the laws of South Africa, and a wholly-owned subsidiary of Mediclinic;
“MOI”	the Memorandum of Incorporation of Mediclinic adopted by a special resolution of the Shareholders at the annual general meeting of Mediclinic held on 26 July 2012;
“Morgan Stanley”	Morgan Stanley & Co. International plc (registration number 165935), a company duly registered and incorporated with limited liability in accordance with the laws of the United Kingdom;
“Mpilo 1”	Mpilo Investment Holdings 1 Proprietary Limited (RF) (registration number 2005/015015/07), a private company duly incorporated in accordance with the laws of the Republic of South Africa. Mpilo 1 is a wholly-owned subsidiary of MP1 Investment Holdings Proprietary Limited (previously known as Circle Capital Ventures Proprietary Limited);
“Mpilo 2”	Mpilo Investment Holdings 2 Proprietary Limited (RF) (registration number 2005/015711/07), a private company duly incorporated in accordance with the laws of the Republic of South Africa. Mpilo 2 is a wholly-owned subsidiary of Phodiso Holdings Limited;
“Mpilo Trust”	the trustees for the time being of The Mpilo Trust, Master’s reference number IT4211/2005, a trust registered with the Master of the High Court of South Africa;

“Non-resident”	a person who is not considered to be ordinarily resident in South Africa in terms of the Exchange Control Regulations;
“Namibia”	The Republic of Namibia;
“NSX”	the Namibian Stock Exchange;
“NSX Transfer Secretaries”	the transfer secretaries of Mediclinic in Namibia, namely Transfer Secretaries (Proprietary) Limited (registration number 93/713), a company duly incorporated in accordance with the laws of Namibia;
“Qualifying Certificated Shareholders”	Qualifying Shareholders who hold Certificated Shares;
“Qualifying Dematerialised Shareholders”	Qualifying Shareholders who hold Dematerialised Shares;
“Qualifying Shareholder”	a holder of Shares registered as such on the Register on the Record Date;
“Rand” or “R” or “ZAR” and “cents”	South African Rand and cents, the official currency of South Africa;
“Rand Merchant Bank”	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;
“Record Date”	the last day for Shareholders to be recorded in the Register in order to participate in the Rights Issue, being Friday, 7 August 2015;
“Register”	the register of Certificated Shareholders maintained by the Transfer Secretaries and the sub-register of Dematerialised Shareholders maintained by the relevant CSDPs in accordance with section 50 of the Companies Act;
“Remgro”	Remgro Limited (registration number 1968/006415/06), a public company duly registered and incorporated with limited liability in accordance with the laws of South Africa;
“Remgro Healthcare Holdings”	Friedshelf 1670 Proprietary Limited (in the process of being renamed Remgro Healthcare Holdings Proprietary Limited) (registration number 2015/118553/07), a private company duly registered and incorporated with limited liability in accordance with the laws of South Africa and a wholly-owned subsidiary of Remgro;
“Remgro Jersey”	Remgro Jersey Limited (registration number 118590), a private company duly registered and incorporated with limited liability in accordance with the laws of Jersey and a wholly-owned subsidiary of Business Venture Investments;
“Remgro Transaction”	Remgro Jersey’s acquisition of 119 923 335 shares in Spire equivalent to a 29.9% shareholding;
“Restricted Shareholders”	Shareholders with registered addresses or who are resident or located in the United States or in any other Excluded Territory at 17:00 Central African Time on the Record Date;
“Right/s”	the right/s to subscribe for Rights Issue Shares at the Rights Issue Price pursuant to the Rights Issue;
“Rights Issue”	the underwritten renounceable rights issue to Qualifying Shareholders of 111 111 111 Rights Issue Shares at the Rights Issue Price, in the ratio of 12.80145 Rights Issue Shares for every 100 Shares held on the Record Date;
“Rights Issue Price”	the subscription price payable per Rights Issue Share, being R90.00;

“Rights Issue Shares”	111 111 111 new Shares to be issued pursuant to the Rights Issue;
“SENS”	the Stock Exchange News Service of the JSE;
“Simonis Storm”	Simonis Storm Securities (Proprietary) Limited (registration number 96/421), a company duly registered and incorporated with limited liability in accordance with the laws of Namibia, and Namibian sponsor to Mediclinic in respect of the Company’s secondary listing on the NSX;
“Shareholders” or “Mediclinic Shareholders”	registered holders of Mediclinic Shares;
“Shares” or “Mediclinic Shares”	ordinary shares with no par value in the share capital of Mediclinic listed on the JSE and the NSX;
“South Africa”	the Republic of South Africa;
“Spire”	Spire Healthcare Group plc (registration number 9084066), a public company duly registered and incorporated with limited liability in accordance with the laws of the United Kingdom;
“Spire Acquisition”	the proposed transaction whereby Mediclinic acquires the whole share capital of Business Venture Investments for an amount equal to the aggregate of the purchase price paid by Remgro Jersey for its shareholding in Spire, transaction and funding costs, totalling approximately R8.6 billion;
“Strate”	Strate Proprietary Limited (registration number 1998/022242/07), a private company duly registered and incorporated with limited liability in accordance with the laws in South Africa and which is a registered central securities depository in terms of the Financial Markets Act, and which manages the electronic clearing and settlement system for transactions that take place on the JSE as well as off-market trades;
“Transfer Secretaries”	means, in respect of: <ul style="list-style-type: none"> <li>• all Qualifying Shareholders other than Qualifying Shareholders resident in Namibia, the JSE Transfer Secretaries; and</li> <li>• all Qualifying Shareholders resident in Namibia, either the JSE Transfer Secretaries or the NSX Transfer Secretaries (but only if the Rights Issue is made in Namibia, as more fully set out in paragraph 5.14 on page 23 of this Circular)</li> </ul>
“the Underwriter”	Remgro Healthcare Holdings;
“the Underwriting Agreement”	the agreement entered into between Mediclinic and the Underwriter, dated 22 June 2015, in terms of which the Underwriter has irrevocably undertaken to follow all of its Rights and subscribe for all of the Rights Issue Shares to which it is entitled in terms of the Rights Issue as well as to subscribe for any Rights Issue Shares that are not taken up by Qualifying Shareholders and/or their renounees in terms of the Rights Issue;
“VAT”	value-added tax, payable in terms of the Value-Added Tax Act, No. 89 of 1991, as amended; and
“VWAP”	volume-weighted average price.

# MEDICLINIC

## INTERNATIONAL

### MEDICLINIC INTERNATIONAL LIMITED

Incorporated in the Republic of South Africa

(Registration number: 1983/010725/06)

JSE Share Code: MDC

NSX Share Code: MCI

ISIN: ZAE000074142

("Mediclinic" or "the Company")

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#### Directors

##### Executive

DP Meintjies (*Chief Executive Officer*)

CI Tingle (*Chief Financial Officer*)

CA van der Merwe

KHS Pretorius

TO Wiesinger

##### Non-executive

E de la H Hertzog (*Chairman*)

JJ Durand

MK Makaba

PJ Uys

##### Independent Non-executive

DK Smith (*Lead Independent*)

JA Grieve

RE Leu

N Mandela

TD Petersen

AA Raath

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## CIRCULAR TO SHAREHOLDERS

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### A. INFORMATION RELATING TO THE RIGHTS ISSUE

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#### 1. INTRODUCTION

Mediclinic Shareholders are referred to the announcements released on SENS by Mediclinic and Remgro on Monday, 22 June 2015 relating to Remgro Jersey's acquisition of a 29.9% shareholding in Spire and the subsequent acquisition by Mediclinic of Remgro's indirect shareholding in Spire.

Mediclinic will fund the Spire Acquisition by way of a fully underwritten, renounceable Rights Issue to Mediclinic Shareholders to raise R10.0 billion.

The purpose of this Circular is to advise Mediclinic Shareholders of the terms and conditions of the Rights Issue and provide Shareholders with instructions on participation in the Rights Issue.

#### 2. USE OF PROCEEDS

It is Mediclinic's intention to use the proceeds of the Rights Issue to fund the Spire Acquisition, associated transaction costs and funding costs, totalling approximately R8.6 billion.

The balance of approximately R1.4 billion will be retained by Mediclinic for the Rights Issue and advisor costs and to support future growth opportunities.

#### 3. RATIONALE FOR THE REMGRO TRANSACTION

Remgro, through Remgro Healthcare Holdings, currently owns 41.3% of the total issued share capital of Mediclinic. Healthcare assets form approximately 25% of Remgro's overall portfolio which were reorganised into a defined healthcare portfolio with Mediclinic as Remgro's main investment in the portfolio.

On 15 July 2015, Remgro, through its wholly-owned subsidiary, Remgro Jersey, acquired 119 923 335 Spire shares equivalent to a 29.9% shareholding.

The terms of the Remgro Transaction were negotiated jointly by Mediclinic and Remgro with the seller. Mediclinic and Remgro have in turn agreed the terms by which Mediclinic will acquire Remgro's indirect shareholding in Spire for an amount equal to the aggregate of the purchase price paid by Remgro Jersey, transaction costs and funding costs, totalling approximately R8.6 billion. The Spire Acquisition will be effected through a series of transactions which will ultimately result in Mediclinic Investments, through a wholly-owned subsidiary, owning 100% of the shares in Remgro Jersey (which acquired Remgro's shareholding in Spire).

The Remgro Transaction effectively constitutes a warehousing transaction by Remgro for its investee company, Mediclinic, and the Spire Acquisition accordingly does not constitute a related party transaction in terms of the Listings Requirements.

## **4. THE SPIRE ACQUISITION**

### **4.1. Rationale for the Spire Acquisition**

Spire is a leading private healthcare group, led by a strong and highly experienced management team, with a national network of 39 hospitals across the United Kingdom. Spire delivers tailored, personalised care to over 260 000 in-patients and day-case patients per year, funded through private medical insurance, self-payment and National Health Service referrals. As a leader in delivering superior clinical outcomes, Spire is well positioned to benefit from the long-term structural growth drivers in the United Kingdom healthcare market. In addition to broad geographic coverage across the United Kingdom, Spire has a well invested and scalable platform with the capacity to increase volumes and a track record of growth with positive momentum. After being listed on the premium listing segment of the United Kingdom Official List, the shares in Spire began trading on the Main Market of the London Stock Exchange in July 2014.

In addition to investing in a growing developed market, the Spire Acquisition provides Mediclinic with a further opportunity to diversify into an attractive new geography with a strong currency.

The directors of Mediclinic believe that both Mediclinic and Spire will benefit from collaboration, with the potential to unlock procurement benefits and knowledge transfer. The Spire Acquisition is basic and diluted normalised earnings per share accretive for Mediclinic. The Spire Acquisition is subject to the successful completion of the Rights Issue.

### **4.2. Conditions precedent to the Spire Acquisition**

The Spire Acquisition is subject to the successful completion of the Rights Issue.

### **4.3. Financial effects of the Spire Acquisition**

As at 31 December 2014 Spire had gross assets of GBP1,611.4 million. On an equity accounted basis based on the 31 December 2014 Spire financial year end results, Mediclinic's 29.9% shareholding in Spire amounts to GBP22.0 million in earnings on a *pro forma* adjusted basis.

### **4.4. Board representation**

Remgro Jersey has agreed with Spire that it will be entitled to appoint one director to the Spire board for so long as it holds at least 15% of the Spire shares. Mediclinic will retain the same right in respect of Spire board representation following the Spire Acquisition.

## **5. INFORMATION ON THE RIGHTS ISSUE**

### **5.1. Terms of the Rights Issue**

In terms of the Rights Issue:

- Qualifying Shareholders will be entitled to subscribe for 111 111 111 Rights Issue Shares, upon the terms set out in this Circular;
- each Qualifying Shareholder will be entitled to subscribe for 12.80145 Rights Issue Shares for every 100 Shares held by them at 17:00 on the Record Date; and
- the subscription price will be R90.00 per Rights Issue Share.

Qualifying Shareholders recorded in the Register at 17:00 on Friday, 7 August 2015 will be entitled to participate in the Rights Issue. The Rights Issue will open at 09:00 on Tuesday, 11 August 2015 and will close at 12:00 on Friday, 21 August 2015. Letters of Allocation in respect of the Rights Issue Shares will be listed and able to be traded on the JSE from 09:00 on Monday, 3 August 2015 until 17:00 on Friday, 14 August 2015.



The Rights Issue Shares will, upon allotment and issue, rank pari passu with all other existing Shares in all respects, including in terms of both voting rights and dividends. The Rights Issue Shares do not have any convertibility or redemption provisions.

The Rights Issue Shares, once issued, will be fully paid up and freely transferable.

The Rights Issue is underwritten as detailed in paragraph 5.5 of this Circular.

## **5.2. Entitlement**

The number of Rights Issue Shares to which Qualifying Shareholders will be entitled by reference to the number of Shares held on the Record Date, is set out in the Table of Entitlement in **Annexure 1** to this Circular.

The entitlement of each Qualifying Certificated Shareholder is reflected in the appropriate block in the Form of Instruction, which is enclosed with this Circular. Qualifying Certificated Shareholders will have their entitlements credited to a nominee account with the Transfer Secretaries.

If you are a Qualifying Dematerialised Shareholder, you will not receive a Form of Instruction. Instead, you should receive notification from your CSDP or Broker regarding the Rights to which you are entitled in terms of the Rights Issue. Qualifying Dematerialised Shareholders will have their CSDP or Broker accounts automatically credited.

## **5.3. Fractional entitlements**

Rights Issue Shares representing fractional entitlements will not be issued to Qualifying Shareholders. Where necessary, entitlements to Rights Issue Shares of 0.5 or greater will be rounded up and less than 0.5 will be rounded down to the nearest whole number.

## **5.4. Holdings of odd lots in multiples other than 100 Shares**

Qualifying Shareholders holding less than 100 Shares, or not holding a whole multiple of 100 Shares, will be entitled, in respect of such holdings, to participate in the Rights Issue in accordance with the Table of Entitlement in **Annexure 1** to this Circular.

## **5.5. Irrevocable undertaking and underwriting**

Remgro Healthcare Holdings, which holds 41.3% of the issued share capital of Mediclinic, has provided Mediclinic with an irrevocable undertaking to:

- (a) follow all of its Rights in relation to such Shares in terms of the Rights Issue and to subscribe for all of the 45 940 451 Rights Issue Shares (being R4 135 million) to which it is entitled in terms of the Rights Issue; and
- (b) underwrite the balance of 65 170 660 Rights Issue Shares (being R5 865 million) ("**the underwritten amount**").

In terms of the Underwriting Agreement, an underwriting fee equal to 1.5% of the underwritten amount is payable by the Company to the Underwriter. The underwriting fee is, in the opinion of the Board, not greater than the current market rate charged by independent underwriters. The underwriting fee is payable upon the Underwriter fulfilling its commitments in terms of the Underwriting Agreement.

The Board has made due and careful enquiry to confirm that the Underwriter can meet its underwriting commitments in terms of the Underwriting Agreement.

Details of the Underwriter, as required in terms of the Listings Requirements, are set out in **Annexure 2** to this Circular.

## **5.6. Minimum subscription**

The Rights Issue is fully underwritten and is not conditional upon any minimum subscription.

## **5.7. Excess applications**

No excess applications will be permitted.

## 5.8. Procedures for acceptance of Rights Issue entitlements

- 5.8.1. Qualifying Certificated Shareholders and/or their renounees who wish to exercise all or some of their Rights as set out in the Form of Instruction, must complete the Form of Instruction in accordance with the instructions contained therein and lodge it, together with payment of the aggregate Rights Issue Price payable in respect of the Rights Issue Shares for which they intend to subscribe, with the JSE Transfer Secretaries at the address set out in the "Corporate Information and Advisors" section of this Circular, so as to be received by the Transfer Secretaries by no later than 12:00 on Friday, 21 August 2015. Once received by the JSE Transfer Secretaries, the exercise of Rights is irrevocable and may not be withdrawn.

Electronic Bank Transfers (EFT) will be accepted, kindly contact our Call Centre – Corporate Actions on 0861 100 634 to obtain banking details and reference number for the deposits. Election forms and proof of EFT payment may be faxed to +27 11 688 5210 or e-mailed to corporate.events@computershare.co.za. Kindly note that this is for subscription of the rights only and is not for selling of the rights.

If payment is not received on or before 12:00 on Friday, 21 August 2015, the Qualifying Certificated Shareholder or renounee concerned will be deemed to have declined its Rights and the right to subscribe for the relevant number of Rights Issue Shares in terms of the Form of Instruction will lapse regardless of who holds it.

Qualifying Certificated Shareholders who are resident in Namibia should in addition refer to paragraph 5.14 on page 23 of this Circular regarding their participation in the Rights Issue. Unless the Rights Issue is not made in Namibia (refer to paragraph 5.14 on page 23 of this Circular), Qualifying Certificated Shareholders (or their renounees) who are resident in Namibia, are entitled (but not obliged) to return their completed Form of Instruction, together with payment of the aggregate Rights Issue Price payable in respect of the Rights Issue Shares subscribed for, to the NSX Transfer Secretaries instead of the JSE Transfer Secretaries, in accordance with the same instructions and by the same dates and times stipulated above.

**Qualifying Certificated Shareholders are advised to take into consideration postal delivery times when posting their Forms of Instruction, as no late postal deliveries will be accepted. Qualifying Certificated Shareholders are advised to deliver their completed Forms of Instruction together with payment to the Transfer Secretaries by hand or by courier, or alternatively email or fax the completed Form of Instruction together with proof of payment.**

- 5.8.2. Qualifying Dematerialised Shareholders will not receive a Form of Instruction. Instead, they should receive notification from their CSDP or Broker regarding the Rights to which they are entitled in terms of the Rights Issue.

Qualifying Dematerialised Shareholders and/or their renounees who wish to exercise all or some of their Rights are required to notify their duly appointed CSDP or Broker of their acceptance of the Rights in the manner and time stipulated in the agreement governing the relationship between themselves and their CSDP or Broker.

Qualifying Dematerialised Shareholders who are resident in Namibia should refer to paragraph 5.14 on page 23 of this Circular regarding their participation in the Rights Issue.

**Mediclinic does not take responsibility and will not be held liable for any failure on the part of any CSDP or Broker to notify Qualifying Dematerialised Shareholders of the Rights Issue and/or to obtain instructions from Qualifying Dematerialised Shareholders to subscribe for the Rights Issue Shares and/or to sell and/or renounce Letters of Allocation.**

## 5.9. Procedures for sale or renunciation of Letters of Allocation

5.9.1. Qualifying Certificated Shareholders who do not wish to exercise all or some of the Rights allocated to them as reflected in their Form of Instruction, may either dispose of or renounce all or some of their Letters of Allocation as follows:

- Qualifying Certificated Shareholders who wish to sell all or some of their Letters of Allocation, must complete **Form A** in their Form of Instruction and return it to the Transfer Secretaries so as to be received by no later than 12:00 on Friday, 14 August 2015. The JSE Transfer Secretaries will endeavour to procure the sale of Letters of Allocation on the JSE on behalf of such Qualifying Certificated Shareholders and will remit the net proceeds of the sale in accordance with the instructions set out in the Forms of Instruction, provided that net proceeds amounting to less than R154.48 will accrue for the benefit of the Company. In this regard, neither the Transfer Secretaries, nor the Broker appointed by them to effect the sale nor Mediclinic will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising from the timing of such sales, the price obtained, or the failure to dispose of such Letters of Allocation.
- Qualifying Certificated Shareholders who wish to renounce all or some of their Letters of Allocation in favour of any named renounee, must complete **Form B** in their Form of Instruction, and the renounee must complete **Form C** in their Form of Instruction and return it to the JSE Transfer Secretaries, so as to be received by no later than 12:00 on Friday, 21 August 2015, **together with payment in the manner prescribed in paragraph 5.10.1 of this Circular of the aggregate Rights Issue Price** payable in respect of the Rights Issue Shares to be subscribed for. Unless the Rights Issue is not made in Namibia (refer to paragraph 5.14 on page 23 of this Circular), renounees of Qualifying Certificated Shareholders who are resident in Namibia are entitled (but not obliged) to return their completed Form of Instruction, together with payment of the aggregate Rights Issue Price payable in respect of the Rights Issue Shares subscribed for (if applicable), to the NSX Transfer Secretaries instead of the JSE Transfer Secretaries, in accordance with the same instructions and by the same dates and times stipulated above.

Qualifying Certificated Shareholders wishing to sell or renounce all or some of their Letters of Allocation will be liable to pay brokerage charges and associated expenses.

5.9.2. Qualifying Dematerialised Shareholders who wish to sell or renounce all or some of their Letters of Allocation should make the necessary arrangements with their CSDP or Broker in the manner and time stipulated in the agreement governing the relationship between themselves and their CSDP or Broker.

Qualifying Dematerialised Shareholders who are resident in Namibia should refer to paragraph 5.14 on page 23 of this Circular regarding their participation in the Rights Issue.

Qualifying Dematerialised Shareholders wishing to sell or renounce all or some of their Letters of Allocation will be liable to pay brokerage charges and associated expenses.

## 5.10. Payment

The amount due on acceptance of the Rights Issue is payable in Rand.

5.10.1. Qualifying Certificated Shareholders (or their renounees) must make payment of the aggregate Rights Issue Price payable in respect of the Rights Issue Shares to be subscribed for by them, by way of:

- (i) a bank-guaranteed cheque (crossed, marked "not transferable" and with the words "or bearer" deleted) or a bankers' draft drawn on a **bank registered in South Africa ONLY** for the aggregate Rights Issue Price payable in respect of the Rights Issue Shares to be subscribed for, made payable to "Mediclinic Rights Issue" to the Transfer Secretaries as follows:

**By hand or courier:**

**South Africa:**

**Mediclinic Rights Issue**

C/o Computershare Investor Services  
Proprietary Limited  
70 Marshall Street  
Johannesburg, 2001

**By post:**

**Mediclinic Rights Issue**

C/o Computershare Investor Services  
Proprietary Limited  
PO Box 61763  
Marshalltown, 2107

**Namibia:**

**Mediclinic Rights Issue**

C/o Transfer Secretaries (Proprietary) Limited  
4 Robert Mugabe Avenue  
(entrance in Burg Street)  
Windhoek, Namibia

**Mediclinic Rights Issue**

C/o Transfer Secretaries (Proprietary) Limited  
PO Box 2401  
Windhoek, Namibia

or;

- (ii) an electronic funds transfer into the Designated Bank Account, details of which are available from the Transfer Secretaries during ordinary business hours, whose contact details are as follows:

**South Africa:**

Computershare Investor Services Proprietary  
Limited  
Tel: 0861 100 634 (South Africa only)  
Tel: +27 11 870 8216 (international callers)  
Fax: +27 11 688 5210  
Email: corporate.events@computershare.co.za

**Namibia:**

Transfer Secretaries (Proprietary)  
Limited  
Tel: +264 61 227 647

so as to be received, together with their duly completed Form of Instruction, by no later than 12:00 on Friday, 21 August 2015.

Payment will constitute an irrevocable subscription by the Qualifying Certificated Shareholder (or renounee) for the Rights Issue Shares upon the terms set out in this Circular and in the Form of Instruction.

Delivery of any bank guaranteed cheque or banker's draft will be at the risk of the Qualifying Certificated Shareholder (or renounee) concerned.

All bank-guaranteed cheques or bankers' drafts received by the Transfer Secretaries will be deposited immediately for payment. The payment will constitute an irrevocable subscription by the Qualifying Certificated Shareholder (or renounee) for the Rights Issue Shares upon the terms set out in this Circular and in the Form of Instruction.

In the event that any cheque or bankers' draft is dishonoured, Mediclinic may, in its sole discretion, treat the acceptance of Rights Issue Shares and the completed Form of Instruction as void or may tender delivery of the relevant Rights Issue Shares to which such cheque or banker's draft relates, against payment in cash of the aggregate Rights Issue Price in respect of such Rights Issue Shares.

- 5.10.2.** Payment by Qualifying Dematerialised Shareholders (or their renounees) will be effected on their behalf by their CSDP or Broker. The CSDP or Broker will make payment in respect of Qualifying Dematerialised Shareholders (or their renounees) on a delivery versus payment basis. Qualifying Dematerialised Shareholders must ensure that they place their CSDP or Broker in sufficient funds so as to enable them to settle the aggregate the Rights Issue Share Price payable in respect of the Rights Issue Shares for which they wish to subscribe.

### 5.11. Lapsing of Rights

Qualifying Shareholders that do not take up their Rights will continue to own the same number of Shares, but their percentage holding in Mediclinic will be diluted.

Rights not exercised will be deemed to have been declined and will lapse and the relevant Qualifying Shareholder shall not receive any economic benefit in respect of such lapsed Rights.

### 5.12. Exchange Control Regulations

The following summary is intended only as a guide and is, therefore, not comprehensive. If Shareholders are in any doubt as to the appropriate course of action they are advised to consult their professional advisor.

#### *Non-residents*

In terms of the Exchange Control Regulations, Non-resident Qualifying Shareholders, excluding former residents (emigrants), of the Common Monetary Area will be allowed to:

- exercise Rights allocated to them in terms of the Rights Issue;
- purchase Letters of Allocation on the JSE; and
- subscribe for the Rights Issue Shares arising in respect of the Letter of Allocation purchased on the JSE provided that payment is received through normal banking channels in foreign currency or Rand from a non-resident account.

All applications by Non-residents for the above purposes must be made through an Authorised Dealer. Electronic statements issued in terms of Strate and any Share certificates issued pursuant to such applications will be endorsed "non-resident".

#### *Emigrants*

Where a Right becomes due to a former resident (emigrant) of the Common Monetary Area, which Right is based on Shares blocked in terms of the Exchange Control Regulations, then only emigrant blocked funds may be used to:

- take up the Rights allocated to them in terms of the Rights Issue;
- purchase Letters of Allocation on the JSE; and
- subscribe for the Rights Issue Shares arising in respect of the Letters of Allocation purchased on the JSE.

All applications by emigrants using blocked funds for the above purposes must be made through the Authorised Dealer controlling their blocked assets.

New share certificates issued to an emigrant will be endorsed "non-resident" and placed under the control of the Authorised Dealer through whom the payment was made. The proceeds due to emigrants from the sale of the Letters of Allocation, if applicable, will be returned to the Authorised Dealer for credit of such emigrants' blocked accounts.

Where the emigrant's Shares are in Dematerialised form with a CSDP, any Shares issued pursuant to the use of emigrant blocked funds will be credited to their blocked share accounts at the CSDP controlling their blocked portfolios. The electronic statement issued in terms of Strate will be dispatched by the CSDP or Broker to the address of the emigrant in the records of the CSDP or Broker.

Any Qualifying Shareholder resident outside the Common Monetary Area who receives this Circular and/or Form of Instruction should obtain advice as to whether any governmental and/or other legal consent is required and/or any other formality must be observed to enable a subscription to be made in terms of such form of instruction.

### 5.13. Non-residents

The Rights Issue does not constitute an offer in the Excluded Territories and this Circular and Form of Instruction should not be forwarded or transmitted by you to any person in any territory other than where it is lawful to make such an offer.

Although Letters of Allocation may be credited to the CSDP or broker securities accounts of Dematerialised Shareholders registered as such on the Record Date: (i) with a registered address, or resident, in one of the Excluded Territories, (ii) in the United States or (iii) with a registered address, or who hold on behalf

of persons located in the United States, or who hold on behalf of any person on a non-discretionary basis who is in the United States, or any state of the United States, such crediting of Letters of Allocation do not constitute an offer to Restricted Shareholders and such Restricted Shareholders will not be entitled to take up or transfer Letters of Allocation in the Rights Issue or acquire Rights Issue Shares unless such action would not result in the contravention of any registration or other legal requirement in any jurisdiction.

Restricted Shareholders should consult their professional advisors to determine whether any governmental or other consents are required or other formalities need to be observed to allow them to take up the Rights Issue, or trade the Rights to which they are entitled.

Shareholders holding Shares on behalf of persons who are Restricted Shareholders are responsible for ensuring that taking up the Rights Issue, or trading in their entitlements under that offer, does not breach regulations in the relevant overseas jurisdictions. To the extent that Restricted Shareholders are not entitled to participate in the Rights Issue or trade the Rights to which they are entitled as a result of the aforementioned restrictions, the allocated rights in respect of such Restricted Shareholders shall revert to the Company and such Rights will lapse.

This Circular has been prepared in accordance with applicable law and regulatory requirements in South Africa and the Listing Requirements of the Johannesburg Stock Exchange, and not in accordance with, or so as to comply with, the laws or regulatory requirements of any other jurisdiction. The information disclosed in this Circular may not be the same as the information that would have been disclosed had this Circular been prepared in accordance with, or so as to comply with, the laws or regulatory requirements of any other jurisdiction.

Specific restrictions relating to certain jurisdictions are set out below.

#### **5.13.1 Member states of the European Economic Area**

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a “**Relevant Member State**”) with effect from and including the relevant implementation date, no Rights Issue Shares or Letters of Allocation have been offered or will be offered pursuant to the Rights Issue to the public in that Relevant Member State prior to the publication of a prospectus in relation to the Rights Issue Shares or Letters of Allocation which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in the Relevant Member State, all in accordance with the Prospectus Directive, except that, with effect from and including the relevant implementation date, offers of Rights Issue Shares or Letters of Allocation which will be made in that Relevant Member State:

- to any person or legal entity which is a qualified investor as defined under the Prospectus Directive;
- to fewer than 100, or, if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) in such Relevant Member State subject to obtaining the prior consent of the Managers; or
- in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of the Rights Issue Shares or Letters of Allocation shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this paragraph, the expression “an offer of Rights Issue Shares or Letters of Allocation to the public” in relation to any Rights Issue Shares or Letters of Allocation in any Relevant Member State means the communication, in any form and by any means, of sufficient information on the terms of the Rights Issue and the Rights Issue Shares and Letters of Allocation to be offered, so as to enable an investor to decide to purchase or subscribe for the Rights Issue Shares or Letters of Allocation, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State. The expression “Prospectus Directive” means Directive 2003/71/EC (and any amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in each Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

In the case of any Rights Issue Shares or Letters of Allocation being offered to a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, such financial intermediary will be deemed to have represented, acknowledged and agreed that the Rights Issue Shares or Letters of Allocation acquired by it in the Rights Issue have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in a Relevant Member State in circumstances which may give rise to an offer of any Rights Issue Shares or Letters of Allocation to the public other than their offer or resale in a Relevant Member State to qualified investors as defined under the Prospectus Directive.

The Company and its affiliates and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

### **5.13.2 United Kingdom**

In the United Kingdom, this Circular is only being distributed to, and is only directed at, persons who are “qualified investors” as defined in section 86(7) of the Financial Services and Markets Act, 2000, as amended (the “**FSMA**”) or otherwise in circumstances which do not require the publication by the Company of a prospectus pursuant to section 85(1) of the FSMA.

In the United Kingdom, this Circular is only being distributed to, and is only directed at, and any investment or investment activity to which this Circular relates is available only to, and will be engaged in only with, persons: (i) having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act, 2000 (Financial Promotion) Order 2005 (the “**Order**”); or (ii) who are high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “relevant persons”). Persons who are not relevant persons should not take any action on the basis of this Circular and should not act or rely on it.

Persons located in the United Kingdom that satisfy such requirements will be able to exercise their rights under the Rights Issue provided that any such person, by subscribing for all or some of their Rights to which they are entitled, will be deemed to represent, warrant, agree and confirm that such person is a “qualified investor” as defined in section 86(7) of the FSMA and a relevant person. The Rights Issue does not constitute an offer to, and this Circular is not being distributed to or directed at, any person in the United Kingdom who is not (i) a “qualified investor” as defined in section 86(7) of the FSMA and (ii) a “relevant person”.

### **5.13.3 United States of America**

This Circular, the Letters of Allocation and the Rights Issue Shares have not been approved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have any of such regulatory authorities passed upon or endorsed the merits of the Rights Issue or the accuracy or adequacy of this Circular. Any representation to the contrary is a criminal offence in the United States.

The Letters of Allocation and the Rights Issue Shares have not been and will not be registered under the US Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States, except pursuant to an exemption from or, in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

Accordingly, the Company is not offering the Letters of Allocation or the Rights Issue Shares into the United States unless an exemption from the registration requirements of the US Securities Act is available and, subject to certain exceptions, this Circular does not constitute nor will it constitute an offer or an invitation to apply for, or an offer or an invitation to acquire, any Letters of Allocation or Rights Issue Shares in the United States. Subject to certain exceptions, this Circular will not be sent to any Shareholder in, or with a registered address in, the United States. Any person in the United States wishing to subscribe for the Rights Issue Shares must execute and deliver an investor letter satisfactory to the Company to the effect that such person is a QIB within the meaning of Rule 144A and satisfies certain other requirements.

Subject to certain exceptions, any person who acquires Letters of Allocation or Rights Issue Shares will be deemed to have declared, warranted and agreed, by accepting delivery of this Circular, exercising their rights, selling or renouncing their Letters of Allocation or accepting delivery of the Letters of Allocation or the Rights Issue Shares that it is not, and that at the time of acquiring the Letters of Allocation or the Rights Issue Shares it will not be, in the United States or acting on behalf of, or for the account or benefit of, a person on a non-discretionary basis in the United States or any state of the United States.

In addition, until 40 days after the commencement of the Rights Issue, an offer, sale or transfer of the Rights Issue Shares or the Letters of Allocation within the United States by a dealer (whether or not participating in the Rights Issue) may violate the registration requirements of the US Securities Act.

#### **5.13.4 Notice to New Hampshire residents**

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENCE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES ("RSA") WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

#### **5.13.5 Canada and Australia**

This Circular will not be sent and should not be forwarded to Shareholders with registered addresses in Canada or Australia. Letters of Allocation may not be transferred, sold or delivered in or into Canada or Australia.

The Letters of Allocation have not been and will not be registered under the securities law of Canada or with any security regulatory authority of any state or other jurisdiction in Canada and, subject to certain exceptions, may not be offered or sold within Canada.

In addition, due to restrictions under the securities laws of Australia, no offer of the Letters of Allocation are being offered nor is the Rights Issue being made in terms of this Circular to Shareholders with registered addresses in, or to residents of Australia.

#### **5.14. Namibia**

Under the Namibian Companies Act, No 28 of 2004, the Rights Issue may only be made in Namibia if this Circular and the Form of Instruction have been registered with the Namibian Registrar of Companies. Notwithstanding anything to the contrary contained in this Circular, the Rights Issue will not be made in Namibia if the Circular and the Form of Instruction have not been registered with the Namibian Registrar of Companies as at the date of this Circular. In such case, Namibian residents who wish to follow their Rights in terms of the Rights Issue shall only be entitled to do so if the registered holder of such Rights is a South African resident CSDP, Broker or other person. Namibian residents are advised to consult their CSDP, Broker or other professional advisor regarding the measures to be taken to enable such participation in the Rights Issue through a South African CSDP, Broker or other South African resident.

An announcement will be released on SENS *only* if this Circular and the Form of Instruction have not been registered with the Namibian Registrar of Companies by the date on which this Circular is issued. If no such announcement is made the Rights Issue will be made in Namibia, and Namibian residents shall be entitled to participate therein as described in this Circular (and will in such case not be required to follow their Rights through a South African registered CSDP, Broker or other person as described above).



### 5.15. South African law

All transactions arising from the provisions of this Circular and the accompanying Form of Instruction will be governed by, and be subject to, the laws of South Africa.

### 5.16. Tax consequences

Qualifying Shareholders are advised to consult their tax and financial advisors regarding any taxation implications pertaining to them regarding the acceptance of their Rights in terms of the Rights Issue.

### 5.17. Documents of Title

New share certificates to be issued to Qualifying Certificated Shareholders (or their renounees) in respect of those Rights Issue Shares for which they have validly subscribed, will be posted to Qualifying Certificated Shareholders (or their renounees), by post, at their risk, on or about Monday, 24 August 2015.

Qualifying Certificated Shareholders receiving the Rights Issue Shares must note that such Certificated Shares may not be traded on the JSE until they have been Dematerialised.

Qualifying Dematerialised Shareholders (or their renounees) that have validly subscribed for Rights Issue Shares will have their accounts with their CSDP or Broker updated with the Rights Issue Shares to which they are entitled, on Monday, 24 August 2015.

### 5.18. JSE listings

The Issuer Regulation Division of the JSE has approved the listings on the JSE of:

- the Letters of Allocation, JSE code: MDCN and ISIN: ZAE000207585, in respect of all of the 111 111 111 Rights Issue Shares with effect from the commencement of trade on Monday, 3 August 2015 to the close of trade on Friday, 14 August 2015, both days inclusive; and
- 111 111 111 Rights Issue Shares with effect from the commencement of trade on Monday, 17 August 2015.

## 6. ESTIMATED EXPENSES IN RELATION TO THE RIGHTS ISSUE

It is estimated that Mediclinic's expenses relating to the Rights Issue will amount to approximately R90 million. The expenses (including VAT, if applicable) relating to the Rights Issue are detailed below:

<b>Nature of expense</b>	<b>Paid/payable to</b>	<b>R'000</b>
Underwriting fee	Remgro Healthcare Holdings	87 980
South African legal advisors	Cliffe Dekker Hofmeyr Inc.	100
International legal advisors <sup>1</sup>	Slaughter and May, and Cravath, Swaine & Moore LLP (as to US law)	385
Printing, publication and distribution	Greymatter & Finch (Pty) Ltd	779
Transfer Secretaries	Computershare Investor Services (Pty) Ltd	113
	Transfer Secretaries (Pty) Ltd	5
Listing fee	JSE Limited	727
Documentation inspection fee	JSE Limited	28
<b>Total<sup>2</sup></b>		<b>90 117</b>

<sup>1</sup> GBP 20 000

<sup>2</sup> Rand Merchant Bank and Morgan Stanley have been compensated for advisory services relating to the Remgro Transaction and Spire Acquisition. No separate fee is payable for the Rights Issue.

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## **B. INFORMATION RELATING TO THE COMPANY**

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### **7. BACKGROUND INFORMATION**

#### **7.1. History and nature of business**

Mediclinic is a South Africa-based international private healthcare group with operations in South Africa, Namibia, Switzerland and the United Arab Emirates, and listed on the JSE, the South African securities exchange, since 1986. The Company has a secondary listing on the NSX since December 2014.

Mediclinic offers multi-disciplinary, specialist oriented private healthcare facilities and has built its reputation and brand on proven commitment to ensure a high standard of discipline, independence, ethics, equity, social responsibility, accountability, cooperation and transparency.

Mediclinic was founded in 1983 when its chairman, Dr Edwin Hertzog, was commissioned by the then Rembrandt Group (now Remgro Group) to undertake a feasibility study on private hospitals in South Africa. Three years later Mediclinic, boasting four hospitals with 691 beds in commission and three hospitals with 688 beds under construction, listed on the JSE. Today, Mediclinic Southern Africa operates 49 hospitals throughout South Africa and three in Namibia with more than 7 800 beds in total; Hirslanden operates 16 private acute care facilities with more than 1 600 beds and three clinics in Switzerland; and Mediclinic Middle East operates two hospitals and ten clinics with 382 beds in the United Arab Emirates.

Most specialist disciplines are available at the group hospitals, which are supported by more than 27 000 staff members, with Mediclinic Southern Africa employing more than 16 500, Hirslanden more than 8 700 and Mediclinic Middle East more than 2 200 employees.

#### **7.2. Prospects<sup>1</sup>**

Healthcare remains a growth industry globally supported by an ageing population with greater burdens of disease, better diagnostic methods, improved clinical outcomes, new technologies and better informed patients. The Mediclinic group has been successful in utilising attractive growth and development opportunities across its businesses in Southern Africa, Switzerland and the United Arab Emirates. Notwithstanding the group's encouraging growth outlook, the group is always aware that many challenges remain when it looks towards the future.

In Southern Africa, accessibility to healthcare for a larger portion of the population remains a priority, while the South African Competition Commission's market inquiry into the industry may have significant consequences.

During the year under review (financial year ended 31 March 2015), Mediclinic Southern Africa once again delivered a substantial increase in patient bed days sold, which is most encouraging, but this cannot be expected to be continue on a regular basis. The South African Competition Commission's market inquiry may hopefully also provide interesting perspective on healthcare market issues, such as cost comparisons between the public and private sectors and the tariff-setting powers of the few big medical scheme administrators.

In Mediclinic Middle East, the Dubai facilities virtually all performed to budget or better. However, with such a supportive environment, heightened competition is sure to follow. In Switzerland, Hirslanden also delivered a solid performance, notwithstanding many ongoing regulatory uncertainties, such as the exact tariffs for hospitals in certain cantons as well as the patient case loads that will be allowed for different specialities in specific hospitals.

Mediclinic two most important responses to all these challenges are firstly its managerial skills and secondly the attractiveness of the group's facilities for especially doctors, but also nurses and other staff.

Mediclinic is comfortable that in both these areas the group will be able to maintain or improve its competitive position. Furthermore, the group has always had a long-term outlook for its business in an industry it knows well, enjoys participating in and where good opportunities for sensible growth have been found over many years. Mediclinic therefore believes that the group will be able to continue with its consistent growth pattern.

<sup>1</sup> *Prospects are extracted from the Chairman's Report included in Mediclinic's integrated annual report for the year ended 31 March 2015.*

### 7.3. Trading history of Mediclinic Shares on the JSE

A table setting out the price history of the Shares on the JSE has been included in **Annexure 3** to this Circular.

## 8. INFORMATION ON THE SHARE CAPITAL OF THE COMPANY

### 8.1. Authorised and issued Shares

At the Last Practicable Date, the authorised and issued Shares before and after the Rights Issue has been implemented are as follows:

<b>Before the Rights Issue</b>	<b>Share Capital and Premium (R'million)</b>
<b>Authorised Shares</b>	
1 000 000 000 ordinary shares of no par value	
<b>Issued Shares (including treasury shares)</b>	
867 957 325 ordinary shares of no par value	14 141
<b>Shares held in treasury</b>	
13 611 228 ordinary shares of no par value	286
<b>Total</b>	<b>13 855</b>

<b>After the Rights Issue</b>	<b>Share Capital and Premium (R'million)</b>
<b>Authorised Shares</b>	
1 000 000 000 ordinary shares of no par value	
<b>Issued Shares (including treasury shares)</b>	
979 068 436 ordinary shares of no par value	24 051
<b>Shares held in treasury</b>	
13 611 228 ordinary shares of no par value	286
<b>Total</b>	<b>23 765</b>

### 8.2. Major Shareholders

In so far as it is known to the Directors, the Shareholders that are, directly or indirectly, beneficially interested in 5% or more of the issued Shares, together with the amount of each such Shareholder's interest as at the Last Practicable Date are as follows:

<b>Shareholder</b>	<b>Number of Shares held</b>	<b>Shareholding (%)</b>
Remgro Healthcare Holdings	358 869 121	41.35
Black economic empowerment shareholders	75 848 602	8.74
– Mpilo 2	39 332 736	4.53
– Mpilo 1	23 377 488	2.69
– Mpilo Trust	13 138 378	1.51
Government Employees Pension Fund	75 402 521	8.69

## 9. INFORMATION ON THE DIRECTORS AND SENIOR MANAGEMENT

There have been no changes to the Board or senior management of Mediclinic as a result of the Rights Issue.

The Directors' remuneration will not be varied as a consequence of the Rights Issue or any related transaction.

## 9.1. Directors' interests in Shares

The direct and indirect beneficial interests in Shares held by all the Directors (including Directors who have resigned in the last 18 months) and their associates as at the Last Practicable Date, which exclude the grants in terms of the Mediclinic International Forfeitable Share Plan, are shown below.

Name of Director	Direct beneficial	Indirect beneficial	Held by Associates	Total	% of issued Shares
<b>Executive</b>					
DP Meintjes	150 801	–	–	150 801	0.02%
KHS Pretorius	130 000	–	–	130 000	0.01%
CI Tingle	88 185	–	–	88 185	0.01%
CA van der Merwe	37 835	–	–	37 835	0.00%
TO Wiesinger	–	–	–	–	–
<b>Sub-total</b>	<b>406 821</b>	<b>–</b>	<b>–</b>	<b>406 821</b>	<b>0.05%</b>
<b>Non-executive</b>					
E de la H Hertzog	71 424	4 766 718	487 825	5 325 967	0.61%
R E Leu	–	–	–	–	–
JJ Durand	–	–	–	–	–
JA Grieve	–	–	–	–	–
MK Makaba <sup>1</sup>	–	–	–	–	–
N Mandela <sup>2</sup>	–	–	–	–	–
TD Petersen	–	–	–	–	–
AA Raath	–	–	–	–	–
DK Smith	–	–	–	–	–
PJ Uys	–	–	–	–	–
<b>Subtotal</b>	<b>71 424</b>	<b>4 766 718</b>	<b>487 825</b>	<b>5 325 967</b>	<b>0.61%</b>
<b>Total</b>	<b>478 245</b>	<b>4 766 718</b>	<b>487 825</b>	<b>5 732 788</b>	<b>0.66%</b>

<sup>1</sup> Dr MK Makaba holds a 3.65% interest in Phodiso Holdings Ltd, which company is the holder of all the issued ordinary shares in Mpilo 2, which holds a 4.53% interest in Mediclinic.

<sup>2</sup> N Mandela is a director of MP1 Investment Holdings Proprietary Limited but has no interests therein.

The unvested grants in terms of the Mediclinic International Forfeitable Share Plan to executive Directors (including Directors who have resigned in the last 18 months) as at the Last Practicable Date are shown below.

Name of Director	Shares awarded in 2014 (earliest vesting in May 2017)	Shares awarded in 2015 (earliest vesting in May 2018)	Total	% of issued Shares
DP Meintjes	79 077	69 639	148 716	0.02%
KHS Pretorius	31 690	27 160	58 850	0.01%
CI Tingle	44 320	40 649	84 969	0.01%
CA van der Merwe	26 411	23 034	49 445	0.01%
TO Wiesinger <sup>1</sup>	28 010	24 936	52 946	0.01%

<sup>1</sup> TO Wiesinger received rights to conditional shares to be delivered at the applicable vesting date. This arrangement is provided for in terms of the rules of the Forfeitable Share Plan due to country-specific arrangements.

## 10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, 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.

## 11. CONSENTS

Each of the financial advisors, legal advisors and sponsors have consented and have not, prior to the Last Practicable Date, withdrawn their written consent to the inclusion of their names in the form and context in which they appear in this Circular.

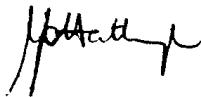
## 12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the registered offices of Mediclinic and Rand Merchant Bank at the addresses set out in the "Corporate Information and Advisors" section of this Circular during normal business hours on Business Days from the date of issue of this Circular up to and including Friday, 21 August 2015:

- the MOI of Mediclinic and its major subsidiaries;
- the audited annual financial statements of Mediclinic for the three financial periods ended 31 March 2013, 2014 and 2015;
- a copy of the standard Directors' letter of engagement;
- a signed copy of the Underwriting Agreement;
- the written consents referred to in paragraph 11 above; and
- a signed copy of this Circular and a Form of Instruction, as approved by the JSE.

Signed at Stellenbosch by or on behalf of Mediclinic, in terms of the resolutions of the Directors dated 16 July 2015.

For and on behalf of the Board



**GC Hattingh**  
*Company Secretary*

Stellenbosch  
3 August 2015

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**TABLE OF ENTITLEMENT**


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The number of Rights Issue Shares to which Qualifying Shareholders will be entitled is set out below, on the basis that Qualifying Shareholders will be entitled to 12.80145 Rights Issue Shares for every 100 Shares held on the Record Date. Shareholders' entitlements will be rounded up or down, as appropriate in accordance with the standard rounding convention with fractions of 0.5 and above being rounded up and fractions of less than 0.5 being rounded down, and only whole numbers of Rights Issue Shares will be issued, in accordance with the Listings Requirements.

<b>Shares Held</b>	<b>Entitlement</b>	<b>Shares Held</b>	<b>Entitlement</b>
1	0	41	5
2	0	42	5
3	0	43	6
4	1	44	6
5	1	45	6
6	1	46	6
7	1	47	6
8	1	48	6
9	1	49	6
10	1	50	6
11	1	51	7
12	2	52	7
13	2	53	7
14	2	54	7
15	2	55	7
16	2	56	7
17	2	57	7
18	2	58	7
19	2	59	8
20	3	60	8
21	3	61	8
22	3	62	8
23	3	63	8
24	3	64	8
25	3	65	8
26	3	66	8
27	3	67	9
28	4	68	9
29	4	69	9
30	4	70	9
31	4	71	9
32	4	72	9
33	4	73	9
34	4	74	9
35	4	75	10
36	5	76	10
37	5	77	10
38	5	78	10
39	5	79	10
40	5	80	10

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<b>Shares Held</b>	<b>Entitlement</b>	<b>Shares Held</b>	<b>Entitlement</b>
81	10	2 100	269
82	10	2 200	282
83	11	2 300	294
84	11	2 400	307
85	11	2 500	320
86	11	2 600	333
87	11	2 700	346
88	11	2 800	358
89	11	2 900	371
90	12	3 000	384
91	12	3 100	397
92	12	3 200	410
93	12	3 300	422
94	12	3 400	435
95	12	3 500	448
96	12	3 600	461
97	12	3 700	474
98	13	3 800	486
99	13	3 900	499
100	13	4 000	512
200	26	4 100	525
300	38	4 200	538
400	51	4 300	550
500	64	4 400	563
600	77	4 500	576
700	90	4 600	589
800	102	4 700	602
900	115	4 800	614
1 000	128	4 900	627
1 100	141	5 000	640
1 200	154	10 000	1 280
1 300	166	100 000	12 801
1 400	179	1 000 000	128 015
1 500	192	10 000 000	1 280 145
1 600	205	100 000 000	12 801 450
1 700	218		
1 800	230		
1 900	243		
2 000	256		

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## INFORMATION ON THE UNDERWRITER

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The Rights Issue is underwritten by Friedshelf 1670 Proprietary Limited (in the process of being renamed Remgro Healthcare Holdings Proprietary Limited), a wholly-owned subsidiary of Remgro Limited. Details pertaining to the Underwriter as required by the Listings Requirements are set out below.

**Full legal entity name:** **Friedshelf 1670 Proprietary Limited (in the process of being renamed Remgro Healthcare Holdings Proprietary Limited), a wholly-owned subsidiary of Remgro Limited**

**Directors:** L Crouse  
PR Louw  
M Lubbe  
NR Boonzaier

**Company secretary:** M Lubbe

**Date and place of incorporation:** 16/04/2015  
South Africa

**Registration number:** 2015/118553/07

**Registered address:** Millennia Park  
16 Stellantia Avenue  
Stellenbosch  
7600

**Auditors:** PricewaterhouseCoopers Inc.

**Commercial bankers:** Rand Merchant Bank

**Authorised share capital:** 1 000 000 ordinary shares of no par value

**Issued share capital:** 1 000 ordinary shares of no par value

**Full legal entity name:** Remgro Limited

**Directors:** JP Rupert  
E de la H Hertzog  
J Malherbe  
JJ Durand  
WE Bührmann  
L Crouse  
GT Ferreira  
PK Harris  
NP Mageza  
PJ Moleketi  
M Morobe  
F Robertson  
SEN Sebotsa  
H Wessels



**Company secretary:** M Lubbe

**Date and place of incorporation:** 12/06/1968  
South Africa

**Registration number:** 1968/006415/06

**Registered address:** Millennia Park  
16 Stellantia Avenue  
Stellenbosch  
7600

**Auditors:** PricewaterhouseCoopers Inc.

**Commercial bankers:** Rand Merchant Bank

**Authorised share capital:** 512 493 650 ordinary shares of no par value  
40 506 352 B ordinary shares of no par value

**Issued share capital:** 481 106 370 ordinary shares of no par value  
35 506 352 B ordinary shares of no par value

## TRADING HISTORY OF THE SHARES ON THE JSE

The trading history of Shares on the JSE, for each day over the 30 days preceding the Last Practicable Date and for each month over the 12 months prior to the Last Practicable Date, is set out below:

Month ended	High (cents)	Low (cents)	Volume traded (shares)	Value traded (Rand)
31 July 2014	8750	8070	19 789 041	1 678 196 480
31 August 2014	9419	8393	18 265 162	1 633 036 240
30 September 2014	9720	9007	24 919 527	2 336 218 440
31 October 2014	9883	8370	33 284 764	3 044 686 600
30 November 2014	10241	9365	36 474 486	3 512 726 430
31 December 2014	10431	9000	34 170 626	3 271 356 680
31 January 2015	11900	9648	34 909 739	3 784 470 350
28 February 2015	13000	11320	24 583 472	2 991 035 050
31 March 2015	12980	11751	26 732 721	3 328 200 690
30 April 2015	13459	8070	21 343 587	2 710 512 600
31 May 2015	13459	12044	54 122 141	6 103 261 920
30 June 2015	10737	9665	49 429 625	5 050 069 227
<b>Day ended</b>				
5 June 2015	10440	10301	2 912 777	302 414 048
8 June 2015	10591	10314	2 553 683	267 508 662
9 June 2015	10567	10139	1 946 585	200 073 763
10 June 2015	10347	10118	2 418 240	246 910 978
11 June 2015	10429	10176	1 347 506	138 519 751
12 June 2015	10232	10025	1 953 470	197 252 601
15 June 2015	10150	9875	1 555 345	155 489 934
17 June 2015	10088	9761	3 675 725	365 396 911
18 June 2015	10076	9810	8 037 565	795 215 591
19 June 2015	10092	9900	1 766 838	176 330 135
22 June 2015	10350	9665	2 346 237	238 842 841
23 June 2015	10529	10371	3 326 474	347 412 963
24 June 2015	10569	10117	2 127 233	220 334 939
25 June 2015	10494	10166	1 655 325	171 517 148
26 June 2015	10402	10276	865 007	89 265 762
29 June 2015	10293	10020	1 115 798	113 848 393
30 June 2015	10373	10150	1 391 550	142 634 947
1 July 2015	10476	10266	1 165 004	120 872 059
2 July 2015	10428	10225	960 832	99 645 331
3 July 2015	10434	10250	560 525	58 022 953
6 July 2015	10382	10200	708 494	72 906 512
7 July 2015	10408	10150	2 272 115	233 557 429
8 July 2015	10255	10000	949 626	96 322 222
9 July 2015	10637	10160	1 455 022	152 611 996
10 July 2015	10711	10502	774 282	81 942 070
13 July 2015	10688	10477	941 461	99 687 715
14 July 2015	10723	10477	814 696	86 091 654
15 July 2015	10695	10452	1 017 371	107 274 878
16 July 2015	10649	10427	1 124 493	118 841 512
17 July 2015	10768	10608	659 784	70 588 653

**Note:** The above information was sourced from I-Net Bridge.





