

MEDICLINIC INTERNATIONAL LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1983/010725/06)
ISIN: ZAE00074142
JSE share code: MDC
NSX share code: MCI
("Mediclinic" or "the Company")

MEDICLINIC INTERNATIONAL



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POSTING OF THE SCHEME CIRCULAR AND NOTICE OF THE SCHEME MEETING

Mediclinic shareholders are referred to the joint announcement released on the Stock Exchange News Service ("SENS") on 14 October 2015 (the "Announcement") regarding the proposed combination of the businesses of Mediclinic and Al Noor Hospitals Group plc ("Al Noor") (the "Combination"). To effect the Combination, Al Noor will acquire all of the shares in Mediclinic pursuant to a scheme of arrangement of Mediclinic under section 114 of the South African Companies Act No. 71 of 2008 (the "Companies Act") (the "Scheme"). Further to the Announcement, the circular to Mediclinic shareholders relating to the Scheme (the "Scheme Circular") has been approved by the requisite regulatory authorities. Likewise, Al Noor has prepared, for simultaneous publication with the Scheme Circular, the requisite prospectus in respect of Al Noor in terms of section 99(2) of the Companies Act (the "Al Noor Prospectus"). Accordingly, all conditions precedent to the posting of the Scheme Circular have been fulfilled. The terms and definitions used in this announcement are as set out in the Scheme Circular.

1. Scheme Circular and Al Noor Prospectus

The Scheme Circular, containing the full details of the Scheme, including the views and recommendations of the Independent Board as well as the report of the Independent Expert, has been distributed to Mediclinic shareholders today, 17 November 2015. In accordance with the terms of an order granted by the High Court of South Africa (Western Cape Division, Cape Town) to Mediclinic on 12 November 2015, the Al Noor Prospectus will be available, together with the Scheme Circular, in electronic form on Mediclinic's website (www.mediclinic.com) and at Mediclinic's registered office and at the offices of Cape Clinic's JSE and NSX Sponsors, but the Al Noor Prospectus will not be posted to Mediclinic shareholders.

Mediclinic shareholders may also view and download a copy of the prospectus required to be approved by the UK Listing Authority and published by Al Noor in the United Kingdom in connection with the admission of the New Al Noor Shares to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's Main Market for listed securities (the "Enlarged Group Prospectus"). The Enlarged Group Prospectus will be available on Al Noor's website (www.alnoorhospital.com) from the date on which it is published until the date on which the Scheme becomes operative (or lapses in accordance with its terms). A copy of the Enlarged Group Prospectus will also be available for inspection during normal business hours at Mediclinic's registered office and at the offices of Mediclinic's JSE and NSX Sponsors, but will not be posted to Mediclinic shareholders.

2. Scheme meeting

The meeting of Mediclinic shareholders convened in terms of section 115(2) of the Companies Act (including any adjournment or postponement thereof), will be held at Lanzerac Wine Estate, No 1 Lanzerac Road, Stellenbosch at 12h00, on Tuesday, 15 December 2015 or such other adjourned or postponed date or time determined in accordance with the Companies Act (as read with the JSE Listings Requirements) ("Scheme Meeting").

3. Scheme timetable

Mediclinic shareholders are referred to the Mediclinic Scheme timetable below, which timetable is also contained in the Scheme Circular.

	2015
Last day to trade in Mediclinic Shares on the JSE and the NSX in order to be recorded in the Register to be eligible to participate in and vote at the Scheme Meeting (see note 4 below)	Friday, 27 November
Voting Record Date for Mediclinic Shareholders to be recorded on the Mediclinic Register to be eligible to participate in and vote at the Scheme Meeting at 17h00 on	Friday, 4 December
Last day for Mediclinic Shareholders to lodge forms of proxy in respect of the Scheme Meeting by 12h00 (see notes 5 and 6 below)	Friday, 11 December
Last day for Mediclinic Shareholders to give Mediclinic written notice objecting to the Scheme or the Assets Transfer in terms of section 164(3) of the Companies Act by no later than 12h00	Tuesday, 15 December
Scheme meeting to be held at 12h00 on	Tuesday, 15 December
Results of Scheme Meeting announced on SENS	Tuesday, 15 December
Results of Scheme Meeting published in the South African and Namibian press	Thursday, 17 December
Last day on which Mediclinic Shareholders can require Mediclinic to seek Court approval in terms of section 115(3)(a) of the Companies Act	Wednesday, 23 December
Last day on which Mediclinic Shareholders can apply to Court for leave to review the Scheme or the Assets Transfer in terms of section 115(3)(b) of the Companies Act	Thursday, 31 December
Last day for Mediclinic to give notice of adoption of the resolution approving the Scheme to Mediclinic Shareholders objecting to the Scheme Resolution (or the adoption of the resolution approving the Assets Transfer to Mediclinic Shareholders objecting to the Assets Transfer Resolution) in terms of section 164(4)	Thursday, 31 December
The following times and dates are indicative only and will depend, among other things, on the date on which the conditions precedent to the Scheme are satisfied (or, where applicable, waived):	
	2016
If no Mediclinic Shareholders exercise their rights in terms of section 115(3)(a) of the Companies Act:	
Compliance certificate expected from the Panel	Friday, 22 January
Finalisation date expected to be	Friday, 22 January
Finalisation announcement expected to be released on SENS	Friday, 22 January
Finalisation announcement expected to be published in South African and Namibian press	Monday, 25 January
Application for the delisting of the Mediclinic Shares lodged with the JSE and the NSX	Monday, 25 January
Last day to trade Mediclinic Shares on the JSE and the NSX in order to participate in the Scheme	Friday, 29 January
Suspension of listing from the Main Board of the JSE and NSX of Mediclinic Shares at commencement of trading	Monday, 1 February
Listing and trading of New Al Noor Shares on the JSE	Monday, 1 February
Last date for Mediclinic Shareholders to make their elections in respect of the Repurchase Option or the Exchange Option, by 12h00 on	Friday, 5 February
Scheme Record Date, being the time and date on which Scheme Participants must be recorded in the Register to participate in the Scheme and to receive the New Al Noor Shares, 17h00 on	Friday, 5 February
Expected Operative Date of the Scheme	Monday, 8 February
Dematerialised Scheme Participants expected to have their accounts (held at their CSDP or Broker) credited with the New Al Noor Shares	Monday, 8 February
Certificates in respect of New Al Noor Shares posted to Certificated Scheme Participants who have surrendered their Documents of Title and have elected on or prior to 12h00 on the Scheme Record Date to receive their New Al Noor shares in Certificated Form	Monday, 8 February
Termination of listing of Mediclinic Shares from the Main Board of the JSE and the NSX at the commencement of trading	Tuesday, 9 February

Notes:

- All dates and times may be changed by mutual agreement between Mediclinic and Al Noor and/or may be subject to the obtaining of certain regulatory approvals. Any change to the abovementioned timetable will be published on SENS.
- All dates and times have been determined on the basis that no Court approval or review of the Assets Transfer Resolution or the Scheme Resolution will be required. Any change to the abovementioned timetable will be published on SENS.
- As the dates and times are subject to change, they may not be regarded as consent or dispensation for any time periods which may be required in terms of the Companies Act or the Takeover Regulations, where applicable, and any such consents or dispensations must be specifically applied for and granted.
- Mediclinic Shareholders should note that as transactions in Mediclinic Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place 5 Business Days after such trade. Therefore Mediclinic Shareholders who acquire Mediclinic Shares after Friday, 27 November 2015 will not be eligible to vote such Mediclinic Shares at the Scheme Meeting.
- If a form of proxy (yellow) is not received by the time and date shown above, it may be handed to the chairperson of the Scheme Meeting at any time immediately before the appointed proxy exercises any of the shareholder's rights at the Scheme Meeting.
- If the Scheme Meeting is adjourned or postponed, forms of proxy submitted for the initial Scheme Meeting will remain valid in respect of any adjournment or postponement of the Scheme Meeting.
- All times given are local times in South Africa.
- Mediclinic Shares may not be dematerialised or rematerialised after Friday, 29 January 2016 (or such later date as Mediclinic may announce if the dates and times above are changed).

Stellenbosch
17 November 2015

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Joint Financial Adviser and
JSE Sponsor to Mediclinic



Joint Financial Adviser
to Mediclinic

Morgan Stanley

South African Adviser
to Mediclinic



International Legal Adviser
to Mediclinic

SLAUGHTER AND MAY

NSX Sponsor
to Mediclinic



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Rand Merchant Bank, a division of FirstRand Bank Limited ("RMB") is acting as joint financial adviser and JSE Sponsor to Remgro Limited ("Remgro") and Mediclinic and no one else in connection with the matters referred to in this announcement. In connection with such matters, RMB, its affiliates and its and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person other than Remgro and Mediclinic for providing the protections afforded to their clients or for providing advice in connection with the contents of this announcement or any other matter referred to herein.

Important legal notice

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom and South Africa may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or South Africa should inform themselves about, and observe, any applicable requirements. In particular, the ability of persons who are not resident in the United Kingdom or South Africa to vote their Mediclinic Shares with respect to the Mediclinic Scheme at the general meeting of Mediclinic, or to execute and deliver forms of proxy appointing another to vote at that meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. This announcement has been prepared for the purpose of complying with law and regulation in the United Kingdom and South Africa and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions other than the United Kingdom and South Africa. Unless otherwise determined by Al Noor and Mediclinic, or required and permitted by applicable law and regulation, the Combination will not be made available, directly or indirectly, in, into or from any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Combination is sent or made available to Mediclinic shareholders in that jurisdiction (a "Restricted Jurisdiction") and no person may vote in favour of the Combination by any such use, means, instrumentality or form within a Restricted Jurisdiction. Accordingly, copies of this announcement and any formal documentation relating to the Combination are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from any Restricted Jurisdiction.

The availability of New Al Noor Shares under the Combination to Mediclinic shareholders who are not resident in the United Kingdom or South Africa may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom or South Africa, or who hold Mediclinic shares as nominee, custodian or otherwise on behalf of persons not resident in the United Kingdom or South Africa, should inform themselves of, and observe, any applicable legal or regulatory requirements. Further details in relation to Mediclinic shareholders in overseas jurisdictions are set out in the Scheme Circular.

Additional US information

These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The New Al Noor Shares that may be received in the Combination have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction in the United States, and may only be offered or sold in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 802.

The business combination referred to in this announcement is to be made for the securities of Mediclinic, a South African company, by means of the Combination. Information distributed in connection with the Combination is subject to disclosure requirements of the United Kingdom and South Africa that are different from those of the United States. Financial information disclosed in connection with the Combination that has been prepared in accordance with IFRS may not be comparable to the financial statements and financial information of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under US federal securities laws, since Al Noor is located in the United Kingdom, and some of its officers and directors are residents of countries outside the United States. You may not be able to sue a UK company or its officers or directors in an English court for violations of US securities laws. It may be difficult to compel a UK company and its affiliates to subject themselves to a US court's judgement.

You should be aware that Al Noor may purchase securities otherwise than under the Combination, such as in open market or privately negotiated purchases.

The New Al Noor Shares have not been and will not be listed on a US securities exchange or quoted on any interdealer quotation system in the United States. Al Noor does not intend to take any action to facilitate a market in the New Al Noor Shares in the United States. Consequently, it is unlikely that an active trading market in the United States will develop for the New Al Noor Shares.

The New Al Noor Shares have not been approved or disapproved by the United States Securities and Exchange Commission, any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed comment upon, or endorsed the merit of, the Scheme or the accuracy or the adequacy of this announcement or the Scheme Circular. Any representation to the contrary is a criminal offence in the United States.

Mediclinic shareholders who are affiliates of Al Noor after the Combination will be subject to timing, manner of sale and volume restrictions on the sale of New Al Noor Shares received pursuant to the Combination under Rule 144 under the Securities Act. For the purposes of the Securities Act, an "affiliate" of a company is any person that directly or indirectly controls, or is controlled by, or is under common control with, the company. Holders of Mediclinic Shares that constitute "restricted securities" for purposes of Rule 144 under the Securities Act will receive New Al Noor Shares that also constitute restricted securities and will not be permitted to offer or resell in the United States the New Al Noor Shares they receive without registering that offer or sale under the Securities Act or conducting that offer or resale in reliance on an exemption from registration. The Securities Act would not generally restrict sale of New Al Noor Shares on the London Stock Exchange, provided that the sale had not been pre-arranged with a buyer in the United States. Shareholders who believe they may be affiliates for the purposes of the Securities Act should consult their own legal advisers.