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10 June 2022

Dear colleague

On 9 June 2022, a consortium comprising Remgro Limited ('Remgro') and MSC Mediterranean Shipping Company SA, acting through its wholly owned subsidiary, SAS Shipping Agencies Services Sàrl, (together the 'Consortium') announced that it had made a proposal to the board of directors of Mediclinic International plc (the 'Board') concerning a possible offer (the 'Potential Offer') to acquire the entire issued and to be issued ordinary share capital of Mediclinic International plc ('Mediclinic') not already owned by Remgro (the 'Proposal'). Mediclinic made a subsequent announcement later that day confirming it had received the Proposal from the Consortium and that the Board had considered the Proposal and unanimously rejected it, concluding that it significantly undervalued Mediclinic and its future prospects.

In accordance with Rule 2.11 of the City Code on Takeovers and Mergers (the 'Takeover Code'), we are required to inform you that a copy of the announcements, and all other information, documents and announcements relating to the Potential Offer, have been made available on Mediclinic's website at <https://investor.mediclinic.com>. This communication is not to be taken as a summary of the information in the announcements and should not be regarded as a substitute for reading the announcements in full. For the avoidance of doubt, the content of Mediclinic's website is not incorporated into, and does not form part of this communication.

Although the announcement has put Mediclinic into what is known as an 'offer period' under the Takeover Code, there can be no certainty that the Consortium will proceed to make an offer for Mediclinic. A further announcement will be made in due course as appropriate.

Yours faithfully,



Dr Ronnie van der Merwe  
Group Chief Executive Officer

**ETHICS LINE AND EMAIL**

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**MEDICLINIC INTERNATIONAL PLC**  
REGISTERED IN ENGLAND AND WALES  
COMPANY NUMBER: 08338604

## **IMPORTANT NOTICES**

If a firm intention to make an offer is announced by the Consortium, employee representatives of Mediclinic have a right under Rule 25.9 of the Takeover Code to have published, at Mediclinic's cost, a separate opinion on the effects of such offer on employment. Any such opinion will be appended to a circular on the offer that may be published by Mediclinic in accordance with the requirements of Rule 25.9 of the Takeover Code. Mediclinic will be responsible for the costs reasonably incurred by employee representatives in obtaining advice required for the verification of the information contained in that opinion.

If you are in any doubt as regards the contents of this communication, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom. If you have sold or otherwise transferred all of your ordinary shares in Mediclinic, please send this communication at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of ordinary shares in Mediclinic, you should retain this communication and communication should not be forwarded or transmitted into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of that jurisdiction.

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from Mediclinic may be provided to the Consortium during the offer period as required under Section 4 of Appendix 4 of the Takeover Code.

Should you wish to contact Mediclinic regarding administrative matters in view of the announcements, please contact Marlene De Beer in South Africa on +27 21 861 1036 or marlene.debeer@mediclinic.com or Caroline Emmet in the United Kingdom on +44 (0)333 300 1930 or caroline.emmet@linkgroup.co.uk during normal business hours. Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from Mediclinic may be provided to the Consortium during the offer period as required under Section 4 of Appendix 4 of the Takeover Code.

## **Responsibility statement**

The directors of Mediclinic (the 'Directors') accept responsibility for the information contained in this letter relating to Mediclinic. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this letter (including any expressions of opinion) is in accordance with the facts and does not omit anything likely to affect the import of such information.

## **Right to request hard copies**

We currently intend to make any documents in relation to the Potential Offer that we are required to by sending you a hard copy letter referring you to where you can find the documents on our website. You can ask to receive these communications by email or request a hard copy of those documents or any information incorporated into such documents by reference to another source by writing to Mediclinic Corporate Office, 25 Du Toit Street, Stellenbosch, 7599 in South Africa at info@mediclinic.com or by calling +27 21 809 6500 or Mediclinic International plc, 6th Floor, 65 Gresham St, London EC2V 7NQ at MediclinicInternational@linkgroup.co.uk or +44 (0)333 300 1930 during normal business hours.

## **Disclosure Requirements of the Takeover Code**

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified.

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An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

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