

## PART VII PRO FORMA FINANCIAL INFORMATION

### Introduction

The unaudited pro forma statement of net assets at 30 September 2015 and the unaudited pro forma income statements for the year ended 31 March 2015 and the six months ended 30 September 2015 and the related notes thereto set out in Section A of this Part VII (together the “**Unaudited Pro Forma Financial Information**”) have been prepared on the basis of the notes set out below to illustrate the effect of the Combination on the statement of net assets and results of operations of Al Noor.

The Unaudited Pro Forma Financial Information has been prepared in accordance with Annex II of the Prospectus Directive and in a manner consistent with the accounting policies to be adopted by Al Noor in preparing its consolidated financial statements for the year ending 31 March 2016 (in millions of pounds). Al Noor currently reports to a 31 December year end and, following Completion, Al Noor will report to a 31 March year end, in order to align with the accounting reference date of Mediclinic.

The Unaudited Pro Forma Financial Information does not constitute financial statements within the meaning of section 434 of the UK Companies Act. Shareholders should read the whole of this document and not rely solely on the summarised financial information contained in this Part VII.

PricewaterhouseCoopers LLP’s report on the Unaudited Pro Forma Financial Information is set out in Section B of this Part VII.

### Section A: Unaudited pro forma financial information for the Enlarged Group

The Unaudited Pro Forma Financial Information is based on information and assumptions that Al Noor believes are reasonable, including assumptions regarding the terms of the Combination. The Unaudited Pro Forma Financial Information, which has been produced for illustrative purposes only, by its nature addresses a hypothetical situation and, therefore, does not represent the Enlarged Group’s actual financial position or results.

The unaudited pro forma statement of net assets at 30 September 2015 gives effect to the Combination as if it had occurred on 30 September 2015. The unaudited pro forma income statement for the twelve months ended 31 March 2015 and the six months ended 30 September 2015 are presented as if the Combination had taken place at the beginning of the relevant periods. In particular, as pro forma information is prepared to illustrate retrospectively the effects of transactions that will occur subsequently using generally accepted regulations and reasonable assumptions, there are limitations that are inherent to the nature of pro forma information. As such, had the Combination taken place on the dates assumed above, the actual effects would not necessarily have been the same as those presented in the Unaudited Pro Forma Financial Information. Furthermore, in consideration of the different purpose of the pro forma information as compared to the historical financial statements and the different methods of calculation of the effects of the Combination on the pro forma statement of net assets and the pro forma income statements, these statements should be read and interpreted without comparisons between them.

For accounting purposes under IFRS, the Combination will be treated as the acquisition of Al Noor by Mediclinic even though, legally, Al Noor is the acquirer and will be the entity which will issue New Shares to the shareholders of Mediclinic. Therefore, the consolidated financial information of the Enlarged Group at the date of the Combination will reflect the acquisition of Al Noor by applying the IFRS 3 ‘acquisition method’ of accounting on the Al Noor identifiable assets acquired and liabilities assumed. As the valuation of the Al Noor identifiable assets and assumed liabilities will only be performed after the Closing Date, the Unaudited Pro Forma Financial Information does not reflect the fair value adjustments that are expected to be made after the Closing Date and which will impact the net assets and earnings of the Enlarged Group going forward.

All pro forma financial adjustments are directly attributable to the Combination. No pro forma adjustments have been made to reflect any matters not directly attributable to implementing the Combination, such as synergies or cost savings that may be expected to occur after the Combination. The Unaudited Pro Forma Financial Information is presented in GBP, the presentational currency to be used by the Enlarged Group.

The Unaudited Pro Forma Financial Information does not attempt to predict or estimate the future results of the Enlarged Group and should not be used for this purpose.

## Unaudited Pro Forma Financial Information

This section presents the unaudited consolidated pro forma statement of net assets at 30 September 2015, the unaudited consolidated pro forma income statements for the six months ended 30 September 2015 and the 12 months ended 31 March 2015, and the related explanatory notes.

### Unaudited pro forma consolidated statement of net assets at 30 September 2015

	Mediclinic Group as at 30 Sept 2015 (Note 1)	Adjustments		Unaudited pro forma Enlarged Group	Note reference
		Al Noor Group as at 30 June 2015 (Note 2)	Combination adjustments (Note 3)		
In millions of GBP					
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, equity and vehicles . . . . .	2,855	47	—	2,902	
Intangible assets . . . . .	613	22	1,242	1,877	3a, 3b, 3c, 3d, 3e
Investment in associate . . . . .	441	—	—	441	
Other investments and loans . . . . .	3	2	—	5	
Derivative financial instruments . . . . .	4	—	—	4	
Deferred income tax assets . . . . .	16	—	—	16	
	<u>3,932</u>	<u>71</u>	<u>1,242</u>	<u>5,245</u>	
<b>Current Assets</b>					
Inventories . . . . .	55	12	—	67	
Trade and other receivables . . . . .	408	79	—	487	
Current income tax assets . . . . .	3	—	—	3	
Short term deposit . . . . .	—	9	—	9	
Cash and cash equivalents . . . . .	269	49	(76)	242	3a, 3b, 3e, 3f, 3g, 3h, 3i
	<u>735</u>	<u>149</u>	<u>(76)</u>	<u>808</u>	
<b>Total assets</b> . . . . .	<u>4,667</u>	<u>220</u>	<u>1,166</u>	<u>6,053</u>	
<b>LIABILITIES</b>					
<b>Non-current liabilities</b>					
Borrowings . . . . .	(1,423)	—	(395)	(1,818)	3h
Deferred income tax liabilities	(414)	—	—	(414)	
Retirement benefit obligations	(86)	(10)	—	(96)	
Provisions . . . . .	(37)	—	—	(37)	
Derivative financial instruments . . . . .	(22)	—	—	(22)	
	<u>(1,982)</u>	<u>(10)</u>	<u>(395)</u>	<u>(2,387)</u>	
<b>Current Liabilities</b>					
Trade and other payables . . . . .	(294)	(37)	—	(331)	
Borrowings . . . . .	(53)	—	—	(53)	
Provisions . . . . .	(25)	—	—	(25)	
Amounts due to related parties . . . . .	—	(4)	—	(4)	
Derivative financial instruments . . . . .	—	—	—	—	
Current income tax liabilities . . . . .	(10)	—	—	(10)	
	<u>(382)</u>	<u>(41)</u>	<u>—</u>	<u>(423)</u>	
<b>Total liabilities</b> . . . . .	<u>(2,364)</u>	<u>(51)</u>	<u>(395)</u>	<u>(2,810)</u>	
<b>Net assets</b> . . . . .	<u>2,303</u>	<u>169</u>	<u>771</u>	<u>3,243</u>	

**Note 1 on Unaudited pro forma consolidated statement of net assets at 30 September 2015—consolidated statement of net assets of the Mediclinic Group at 30 September 2015**

The consolidated statement of net assets of the Mediclinic Group has been directly extracted from the consolidated interim financial information of the Mediclinic Group for the six months ended 30 September 2015 incorporated by reference into this document and translated from ZAR to GBP using the exchange rate at 30 September 2015, equal to ZAR/GBP 21.3.

**Note 2 on Unaudited pro forma consolidated statement of net assets at 30 September 2015—consolidated statement of net assets of the Al Noor Group at 30 June 2015**

The consolidated statement of net assets of the Al Noor Group at 30 June 2015 has been extracted from the unaudited interim consolidated financial statements of the Al Noor Group for the six months ended 30 June 2015 incorporated by reference into this document and then adjusted in order to align it with the presentation criteria to be adopted by the Mediclinic Group as follows:

In millions				
Statement of net assets line items—Al Noor Group	Statement of net assets line items at 30 June 2015(*) In USD	Statement of net assets line items—Mediclinic Group	Al Noor Group's statement of net assets at 30 June 2015 under the statement of net assets presentation of the Mediclinic Group	
			In USD	In GBP
<b>Non-current assets</b>		<b>Non-current assets</b>		
Property and equipment . . . . .	74	Property, equipment and vehicles	74	47
Intangible assets and goodwill . . . . .	34	Intangible assets . . . . .	34	22
Prepayments . . . . .	2	Other investments and loans . . .	2	2
Deferred tax assets . . . . .	—	Deferred income tax asset . . . . .	—	—
<b>Total non-current assets . . . . .</b>	<b>110</b>	<b>Total non-current assets . . . . .</b>	<b>110</b>	<b>71</b>
<b>Current assets</b>		<b>Current assets</b>		
Inventories . . . . .	19	Inventories . . . . .	19	12
Trade and other receivables . . . . .	124	Trade and other receivables . . . . .	124	79
Amount due from a related party . . . . .	—	Short term deposit . . . . .	14	9
Short term deposit . . . . .	14	Cash and cash equivalents . . . . .	77	49
Cash and cash equivalents . . . . .	77	<b>Total current assets . . . . .</b>	<b>234</b>	<b>149</b>
<b>Total current assets . . . . .</b>	<b>234</b>	<b>Total assets . . . . .</b>	<b>344</b>	<b>220</b>
<b>Total assets . . . . .</b>	<b>344</b>	<b>Non-current liabilities</b>		
<b>Non-current liabilities</b>		Retirement benefit obligations . .	16	10
Employee benefits . . . . .	16	<b>Total non-current liabilities . . . . .</b>	<b>16</b>	<b>10</b>
<b>Total non-current liabilities . . . . .</b>	<b>16</b>	<b>Current liabilities</b>		
<b>Current liabilities</b>		Trade and other payables . . . . .	58	37
Trade and other payables . . . . .	58	Amounts due to related parties . .	6	4
Amounts due to related parties . . . . .	6	<b>Total current liabilities . . . . .</b>	<b>64</b>	<b>41</b>
<b>Total current liabilities . . . . .</b>	<b>64</b>	<b>Total liabilities . . . . .</b>	<b>80</b>	<b>51</b>
<b>Total liabilities . . . . .</b>	<b>80</b>			

(\*) The statement of net assets line items of the Al Noor Group are directly extracted from the statement of net assets of the Al Noor Group at 30 June 2015. The order of the line items may be different to those in the Al Noor Group statement of net assets to allow each line to be matched to the presentational format of the Mediclinic Group statement of net assets.

The adjusted statement of net assets has been translated from USD to GBP using the exchange rate at 30 June 2015, equal to USD/GBP1.572.

**Note 3 on Unaudited pro forma consolidated statement of net assets at 30 September 2015—Acquisition accounting (statement of net assets)**

For accounting purposes under IFRS, the Combination will be treated as the acquisition of Al Noor by Mediclinic even though, legally, Al Noor is the acquirer and will be the entity which will issue New Shares to the shareholders of Mediclinic. Under IFRS, the acquisition-date fair value of the consideration transferred by the accounting acquirer is based on the number of shares that the accounting acquirer (the legal subsidiary) would have had to issue to the owners of the accounting acquiree (the legal parent) to give the owners of the legal parent the same percentage of equity interests in the combined entity that results from the reverse acquisition. Other payments to Al Noor Shareholders are also included in consideration where in substance they form part of the payment transferred for the acquired business.

For the purposes of the Unaudited Pro Forma Financial Information, consideration and preliminary goodwill have therefore been determined as follows:

	<u>Amount</u>	<u>Note</u>
	<u>In millions of GBP</u>	
Special Dividend paid to Al Noor Shareholders . . . . .	383	3a
Tender Offer . . . . .	617	3b
Value of Mediclinic Shares deemed to be issued to Al Noor Shareholders . . . . .	<u>379</u>	3c
Total consideration transferred to Al Noor Shareholders . . . . .	1,379	
Al Noor net assets acquired (net book value at 30 June 2015, excluding minority interests of £5m) . . . . .	165	3d
Write-off of pre-existing value of goodwill and intangible assets (net book value at 30 June 2015) . . . . .	(14)	
Transactions costs expected to be incurred by Al Noor . . . . .	<u>(28)</u>	3e
<b>Preliminary goodwill arising on acquisition . . . . .</b>	<u>1,256</u>	
Existing goodwill . . . . .	<u>(14)</u>	
<b>Pro forma goodwill adjustment . . . . .</b>	<u>1,242</u>	

3a) Reflects the Special Dividend of £3.28 per Al Noor Share, which results in a cash outflow of £383m.

3b) Assumes full take up of the Tender Offer by Al Noor Shareholders, which results in a cash outflow of £617m.

3c) For the purpose of estimating the fair value of the consideration transferred in the Unaudited Pro Forma Financial Information, the Existing Shares of Al Noor are deemed to be acquired on 17 November 2015 (being the latest practicable date prior to publication of this document).

68 million shares are deemed to be issued by Mediclinic in consideration for Al Noor Shares. For the purposes of the Unaudited Pro Forma Financial Information, the fair value of the consideration in this reverse acquisition is determined based upon the acquisition date closing price of Mediclinic's Existing Shares (being ZAR 120.5), translated from ZAR to GBP at the exchange rate on that date (ZAR 21.71 per GBP). The fair value of the share component of consideration payable in respect of the Combination will be subject to change until the completion of the Combination, and therefore, could be significantly different from that determined as set out above for the Unaudited Pro Forma Financial Information.

3d) As stated in the basis of preparation, the Unaudited Pro Forma Financial Information does not reflect the fair value adjustments to the acquired assets and liabilities assumed as the measurement of these items at their fair values will only be performed subsequent to the Closing Date. The purchase price premium (being the excess of consideration over the value of the net assets acquired) has been attributed to goodwill.

3e) Reflects the pro forma adjustments in relation to estimated Al Noor transaction costs amounting to £28 million, which will reduce cash and net assets to be acquired.

3f) The adjustment of £600 million reflects the cash received by Al Noor from Remgro under the Remgro Subscription.

3g) An adjustment of £29m has been made to reflect estimated transaction costs incurred by Mediclinic.

3h) The adjustment of £395 million to borrowings reflects the £400m drawdown of the Mediclinic Bridge Facility to fund the Al Noor Tender Offer, net of a £5m arrangement fee. The Mediclinic Bridge Facility has a maximum term of 18 months, hence the adjustment has been reflected in non-current liabilities. The £5m arrangement fee payable in respect of the Mediclinic Bridge Facility will be capitalised and amortised over the life of the facility.

3i) Sales transfer tax will be payable in South Africa at a rate of 0.25 per cent. of the higher of a) the market value of the Shares received in exchange for the Mediclinic Shares transferred; and b) the market value of the Mediclinic Shares transferred. The £14m adjustment to cash has been estimated based on the market capitalisation of Mediclinic on 17 November 2015 (being the latest practicable date prior to publication of this document).

3j) No account has been made of any trading activity after 30 June 2015 (in respect of Al Noor) or 30 September 2015 (in respect of Mediclinic).

**Unaudited pro forma consolidated income statement for the 12 months ended 31 March 2015**

	Mediclinic Group for the year ended 31 March 2015 (Note 1)	Adjustments		Unaudited pro forma Enlarged Group	Note reference
		Al Noor Group for the year ended 31 December 2014 (Note 2)	Combination adjustments (Note 3)		
		In millions of GBP			
Revenue . . . . .	1,977	272	—	2,249	
Cost of sales . . . . .	(1,116)	(150)	—	(1,266)	
Administration and other operating expenses . . . . .	(455)	(63)	(71)	(589)	3a, 3c
<b>Operating profit before depreciation (EBITDA) . . . . .</b>	406	59	(71)	394	
Depreciation and amortisation . . . . .	(85)	(8)	—	(93)	
<b>Operating profit . . . . .</b>	321	51	(71)	301	
Other gains and losses . . . . .	5	—	—	5	
Income from associates . . . . .	—	—	—	—	
Loss from joint venture . . . . .	—	—	—	—	
Finance income . . . . .	6	—	—	6	
Finance cost . . . . .	(66)	(1)	(23)	(90)	3b
<b>Profit before tax . . . . .</b>	266	50	(94)	222	
Income tax expense . . . . .	(12)	—	—	(12)	3d
<b>Profit for the year . . . . .</b>	254	50	(94)	210	
Attributable to:					
Equity holders of the Company . . . . .	241	48	(94)	195	
Non-controlling interests . . . . .	13	2	—	15	
	254	50	(94)	210	

**Note 1 on Unaudited pro forma consolidated income statement for the 12 months ended 31 March 2015—  
consolidated income statement of the Mediclinic Group**

The consolidated income statement of the Mediclinic Group for the year ended 31 March 2015 has been directly extracted from the audited consolidated financial statements of Mediclinic incorporated by reference into this document and translated from ZAR to GBP using the average exchange rate for the year ended 31 March 2015, equal to ZAR/GBP 17.82.

**Note 2 on Unaudited pro forma consolidated income statement for the 12 months ended 31 March 2015—  
consolidated income statement of the Al Noor Group**

The consolidated income statement of the Al Noor Group for the year ended 31 December 2014 has been extracted from the audited consolidated financial statements of the Al Noor Group for the year ended

31 December 2014 incorporated by reference into this document and adjusted in order to align it with the presentation criteria to be adopted by the Mediclinic Group as follows:

In millions					
Income statement line items—Al Noor Group	Income statement line items—year ended 31 December 2014	Reclassifications	Al Noor Group's income statement for the year ended 31 December 2014 under the income statement presentation of the Mediclinic Group		Income statement line items—Mediclinic Group
	(USD) A		(USD) B	(USD) A+B	
Revenue . . . . .	449	—	449	272	Revenue
Cost of sales . . . . .	(257)	9	(248)	(150)	Cost of sales
<b>Gross profit . . . . .</b>	<b>192</b>				
Administrative expenses after underlying items . . . . .	(108)	3	(105)	(63)	Administration and other operating expenses
		(12)	(12)	(8)	Depreciation and amortisation
<b>Results from operating activities . . . . .</b>	<b>84</b>	<b>—</b>	<b>84</b>	<b>51</b>	<b>Operating profit</b>
Finance cost . . . . .	(2)	—	(2)	(1)	Finance cost
Finance income . . . . .	1	—	1	—	Finance income
<b>Net finance cost . . . . .</b>	<b>(1)</b>				
<b>Profit for the year before tax . . . . .</b>	<b>83</b>	<b>—</b>	<b>83</b>	<b>50</b>	<b>Profit before taxation</b>
Taxation . . . . .	1	—	1	—	Taxation
<b>Profit for the year . . . . .</b>	<b>84</b>	<b>—</b>	<b>84</b>	<b>50</b>	<b>Profit for the year</b>
<b>Attributable to:</b>					<b>Attributable to:</b>
Owners of the Company . . . . .	81	—	81	48	Equity holders of the Company
Non-controlling interest . . . . .	3	—	3	2	Non-controlling interests
	<b>84</b>	<b>—</b>	<b>84</b>	<b>50</b>	

The adjusted income statement has been translated from USD to GBP using the average exchange rate for the year ended 31 December 2014, equal to USD/GBP 1.65.

**Note 3 on Unaudited pro forma consolidated income statement for the 12 months ended 31 March 2015—acquisition accounting (income statement)**

3a) An adjustment of £57m has been made to reflect estimated transaction costs incurred by Mediclinic and Al Noor. This one-off cost will not have a continuing impact on the results of the Enlarged Group.

3b) The £23m adjustment to finance costs in the 12 months to March 2015 comprises:

- £20m of interest costs in respect of the £400m Mediclinic Bridge Facility; and
- £3m amortisation of capitalised arrangement fees charged in respect of the Mediclinic Bridge Facility.

Interest costs associated with the Mediclinic Bridge Facility will have a continuing impact on the results of the Enlarged Group.

3c) As set out above, sales transfer tax will be payable in respect of the Combination. The £14m adjustment has been estimated based on the market capitalisation of Mediclinic on 17 November 2015 (being the latest practicable date prior to publication of this document). This one-off cost will not have a continuing impact on the results of the Enlarged Group.

3d) Adjustments affecting the income statement are assumed to be non-deductible or disallowable for tax purposes and therefore do not affect the pro forma tax charge for the Enlarged Group.

3e) As stated in the basis of preparation, the Unaudited Pro Forma Financial Information does not reflect the fair value adjustments to the acquired assets and liabilities assumed as the measurement of these items at their fair values will only be performed subsequent to the Closing Date. The purchase price premium (being the excess of consideration over the value of the net assets acquired) has been attributed to goodwill and no pro forma amortisation or impairment charge has been applied to the goodwill balance in the periods presented.

3f) No account has been made of any trading activity after 30 June 2015 (in respect of Al Noor) or 30 September 2015 (in respect of Mediclinic).

3g) The following table sets out a reconciliation of pro forma operating profit before depreciation and amortisation (EBITDA) to pro forma normalised EBITDA for the year ended 31 March 2015.

Normalised EBITDA is a non-IFRS measure that may not be comparable to similarly titled financial measures of other companies:

	Mediclinic Group for the year ended 31 March 2015 (Note 1)	Adjustments		Unaudited pro forma Enlarged Group	Note reference
		Al Noor Group for the year ended 31 December 2014 (Note 2)	Combination adjustments (Note 3)		
In millions of GBP					
EBITDA . . . . .	406	59	(70)	395	3a, 3c
Adjusted for:					
Impairment of property and equipment . . . . .	2	—	—	2	
Profit on sale of property, equipment and vehicles . . . . .	(5)	—	—	(5)	
Combination costs . . . . .	—	—	70	70	
<b>Normalised EBITDA . . . . .</b>	<b><u>403</u></b>	<b><u>59</u></b>	<b><u>—</u></b>	<b><u>462</u></b>	

3h) The following table sets out a segmental analysis of the Enlarged Group's revenue for the year ended 31 March 2015:

	Mediclinic Group for the year ended 31 March 2015 (Note 1)	Adjustments		Unaudited pro forma Enlarged Group
		Al Noor Group for the year ended 31 December 2014 (Note 2)	Combination adjustments (Note 3)	
In millions of GBP				
Southern Africa . . . . .	692	—	—	692
Switzerland . . . . .	1,043	—	—	1,043
Middle East . . . . .	242	272	—	514
<b>Revenue . . . . .</b>	<b><u>1,977</u></b>	<b><u>272</u></b>	<b><u>—</u></b>	<b><u>2,249</u></b>



*Unaudited pro forma income statement for the six months ended 30 September 2015*

	Mediclinic Group for the six months ended 30 September 2015 (Note 1)	Adjustments		Unaudited pro forma Enlarged Group	Note reference
		Al Noor Group for the six months ended 30 June 2015 (Note 2)	Combination adjustments (Note 3)		
In millions of GBP					
Revenue . . . . .	1,015	160	—	1,175	
Cost of sales . . . . .	(583)	(90)	—	(673)	
Administration and other operating expenses . . . . .	(233)	(35)	(71)	(339)	3a, 3c
<b>Operating profit before depreciation (EBITDA) . . . . .</b>	199	35	(71)	163	
Depreciation and amortisation . . . . .	(45)	(5)	—	(50)	
<b>Operating profit . . . . .</b>	154	30	(71)	113	
Other gains and losses . . . . .	3	—	—	3	
Loss from joint venture . . . . .	—	—	—	—	
Finance income . . . . .	4	—	—	4	
Finance cost . . . . .	(32)	—	(11)	(43)	3b
<b>Profit before tax . . . . .</b>	129	30	(82)	77	
Income tax expense . . . . .	(26)	—	—	(26)	3d
<b>Profit for the year . . . . .</b>	<u>103</u>	<u>30</u>	<u>(82)</u>	<u>51</u>	
Attributable to:					
Equity holders of the Company . . . . .	96	28	(82)	42	
Non-controlling interests . . . . .	7	2	—	9	
	<u>103</u>	<u>30</u>	<u>(82)</u>	<u>51</u>	



**Note 1 on Unaudited pro forma income statement for the six months ended 30 September 2015—  
consolidated income statement of the Mediclinic Group**

The consolidated income statement of the Mediclinic Group for the six months ended 30 September 2015 has been directly extracted from the consolidated interim financial information incorporated by reference into this document and translated from ZAR to GBP using the average exchange rate for the six months ended 30 September 2015, equal to ZAR/GBP 19.3.

**Note 2 on Unaudited pro forma income statement for the six months ended 30 September 2015—  
consolidated income statement of the Al Noor Group**

The consolidated income statement of the Al Noor Group for the six months ended 30 June 2015 has been extracted from the unaudited interim consolidated financial statements of the Al Noor Group for the six months ended 30 June 2015 incorporated by reference into this document and adjusted in order to align it with the presentation criteria to be adopted by the Mediclinic Group as follows:

In millions					
Income statement line items—Al Noor Group	Income statement line items—six months ended 30 June 2015	Reclassifications	Al Noor Group's income statement for the six months ended 30 June 2015 under the income statement presentation of the Mediclinic Group		Income statement line items—Mediclinic Group
	(USD) A	(USD) B	(USD) A+B	(GBP)	
Revenue . . . . .	244	—	244	160	Revenue
Cost of sales . . . . .	(143)	6	(137)	(90)	Cost of sales
<b>Gross profit . . . . .</b>	<b>101</b>				
Selling, administrative and other operating expenses . .	(56)	2	(54)	(35)	Administration and other operating expenses
		(8)	(8)	(5)	Depreciation and amortisation
<b>Results from operating activities . . . . .</b>	<b>45</b>	<b>—</b>	<b>45</b>	<b>30</b>	<b>Operating profit</b>
Finance cost . . . . .	(1)	—	(1)	—	Finance cost
Finance income . . . . .	—	—	—	—	Finance income
<b>Net finance cost . . . . .</b>	<b>(1)</b>				
<b>Profit for the period before tax . . . . .</b>	<b>44</b>	<b>—</b>	<b>44</b>	<b>30</b>	<b>Profit before tax</b>
Taxation . . . . .	—	—	—	—	Taxation
<b>Profit for the period . . . . .</b>	<b>44</b>	<b>—</b>	<b>44</b>	<b>30</b>	<b>Profit for the period</b>
<b>Attributable to:</b>					<b>Attributable to:</b>
Owners of the Company . . . .	42	—	—	28	Equity holders of the Company
Non-controlling interest . . . .	2	—	2	2	Non-controlling interests
	<u>44</u>	<u>—</u>	<u>44</u>	<u>30</u>	

The adjusted income statement has been translated from USD to GBP using the average exchange rate for the six months ended 30 June 2015, equal to USD/GBP 1.52.

**Note 3 on Unaudited pro forma income statement for the six months ended 30 September 2015—acquisition accounting (income statement)**

3a) An adjustment of £57m has been made to reflect estimated transaction costs incurred by Mediclinic and Al Noor. This one-off cost will not have a continuing impact on the results of the Enlarged Group.

3b) The £11m adjustment to finance costs in the six months to 30 September 2015 comprises:

- £10m of interest costs in respect of the £400m Mediclinic Bridge Facility; and
- £1m amortisation of capitalised arrangement fees charged in respect of the Mediclinic Bridge Facility.

Interest costs associated with the Mediclinic Bridge Facility will have a continuing impact on the results of the Enlarged Group.

3c) As set out above, sales transfer tax will be payable in respect of the Combination. The £14m adjustment has been estimated based on the market capitalisation of Mediclinic on 17 November 2015 (being the latest practicable date prior to publication of this document). This one-off cost will not have a continuing impact on the results of the Enlarged Group.

3d) Adjustments affecting the income statement are assumed to be non-deductible or disallowable for tax purposes and therefore do not affect the pro forma tax charge for the Enlarged Group.

3e) As stated in the basis of preparation, the Unaudited Pro Forma Financial Information does not reflect the fair value adjustments to the acquired assets and liabilities assumed as the measurement of these items at their fair values will only be performed subsequent to the Closing Date. The purchase price premium (being the excess of consideration over the value of the net assets acquired) has been attributed to goodwill and no pro forma amortisation or impairment charge has been applied to the goodwill balance in the periods presented.

3f) No account has been made of any trading activity after 30 June 2015 (in respect of Al Noor) or 30 September 2015 (in respect of Mediclinic).

3g) The following table sets out a reconciliation of pro forma operating profit before depreciation and amortisation (EBITDA) to pro forma normalised EBITDA for the six months ended 30 September 2015.

Normalised EBITDA is a non-IFRS measure that may not be comparable to similarly titled financial measures of other companies:

	Mediclinic Group for the six months ended 30 September 2015 (Note 1)	Adjustments		Unaudited pro forma Enlarged Group	Note reference
		Al Noor Group for the six months ended 30 June 2015 (Note 2)	Combination adjustments (Note 3)		
In millions of GBP					
EBITDA . . . . .	199	35	(70)	164	3a, 3c
Adjusted for:					
Impairment of property and equipment . . . . .	—	—	—	—	
Profit on sale of property, equipment and vehicles . . . . .	—	—	—	—	
Combination costs . . . . .	—	—	70	70	
<b>Normalised EBITDA</b> . . . . .	<u>199</u>	<u>35</u>	<u>—</u>	<u>234</u>	

3h) The following table sets out a segmental analysis of the Enlarged Group's revenue for the six months ended 30 September 2015:

	Mediclinic Group for the six months ended 30 September 2015 (Note 1)	Adjustments		Unaudited pro forma Enlarged Group
		Al Noor Group for the six months ended 30 June 2015 (Note 2)	Combination adjustments (Note 3)	
In millions of GBP				
Southern Africa . . . . .	351	—	—	351
Switzerland . . . . .	534	—	—	534
Middle East . . . . .	130	160	—	290
<b>Revenue</b> . . . . .	<u>1,015</u>	<u>160</u>	<u>—</u>	<u>1,175</u>

**Section B: Accountant's Report on the Unaudited Pro Forma Financial Information of the Enlarged Group**



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London  
EC4N 8AL

Jefferies International Limited  
Vintners Place  
68 Upper Thames Street  
London  
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19 November 2015

Dear Sirs

**Al Noor Hospitals Group Plc (the "Company")**

We report on the unaudited pro forma financial information (the "**Pro Forma Financial Information**") set out in section A of Part VII (*Pro Forma Financial Information*) of the Company's circular dated 19 November 2015 (the "**Circular**") which has been prepared on the basis described in the notes to the Pro Forma Financial Information, for illustrative purposes only, to provide information about how the proposed acquisition of Mediclinic International Limited might have affected the financial information presented on the basis of the accounting policies to be adopted by the Company in preparing the financial statements for the period ending 31 March 2016. This report is required by item 13.3.3R of the Listing Rules of the UK Listing Authority and is given for the purpose of complying with that Listing Rule and for no other purpose.

**Responsibilities**

It is the responsibility of the directors of the Company to prepare the Pro Forma Financial Information in accordance with item 13.3.3R of the Listing Rules.

It is our responsibility to form an opinion, as required by item 13.3.3R of the Listing Rules as to the proper compilation of the Pro Forma Financial Information and to report our opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro Forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

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Save for any responsibility which we may have to those persons to whom this report is expressly addressed and which we may have to the Company's ordinary shareholders as a result of the inclusion of this report in the Circular, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Listing Rule 13.4.1R(6), consenting to its inclusion in the Circular.

### **Basis of opinion**

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with the directors of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing standards or other standards and practices generally accepted in the United States of America or other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

### **Opinion**

In our opinion:

- a) the Pro Forma Financial Information has been properly compiled on the basis stated; and
- b) such basis is consistent with the accounting policies of the Company.

Yours faithfully

PricewaterhouseCoopers LLP

Chartered Accountants