

MEDICLINIC INTERNATIONAL PLC

(Incorporated and registered in England and Wales under number 08338604)

2021 NOTICE OF ANNUAL GENERAL MEETING

Rosewood London Hotel, 252 High Holborn, London, WC1V 7EN, United Kingdom

Tuesday, 27 July 2021 at 15:00 (BST)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

Your attention is drawn to the letter from the Chair of Mediclinic International plc ('the Company' or 'Mediclinic'), which is set out on pages 1-3 of this document. This letter explains the format of the annual general meeting of the Company this year (the 'AGM') and recommends you to vote in favour of the resolutions to be proposed at the AGM.



Shareholders should note that at the time of publication of this notice of meeting (the 'Notice') there continues to be uncertainty as to whether the United Kingdom ('UK') Government's planned relaxation of restrictions on large indoor public events and travel will proceed. Given the higher potential COVID-19-transmission risk of indoor events, we have decided to proceed with caution and again scale back our AGM this year. The AGM is expected to be purely functional, principally putting the resolutions to shareholders and calling the poll. **Shareholders and corporate representatives are strongly encouraged not to attend in person or appoint any proxy other than the chair of the AGM to attend.**

The health and safety of our colleagues and shareholders is very important to us. For any shareholder who does seek to attend in person against our recommendation, strict health and safety measures will be enforced and will include temperature checks prior to admission and face coverings to be worn at all times.

The Company will continue to closely monitor the latest COVID-19 legislation and guidance issued by the UK Government. However, given the constantly evolving nature of the situation, even if it subsequently becomes possible to welcome a number of shareholders to an AGM venue under Government guidance, attendance in person is likely to be restricted in terms of numbers and we would therefore still strongly encourage shareholders not to attend the AGM in person. The Company will notify shareholders as soon as reasonably practicable of any proposed changes to the arrangements for the meeting through an announcement to the London and Johannesburg stock exchanges and on the '2021 AGM' event page in the 'Investor Relations' section of our website at investor.mediclinic.com/events/event-details/2021-agm.

However, to ensure that all shareholders have the opportunity to engage with the Board before submitting their proxy votes, there will be a **live online shareholder engagement event on Monday, 19 July 2021 at 14:00 (BST)**, as described further on page 28.

To be valid, the form of proxy should be returned electronically or in hard copy in accordance with the instructions set out on pages 24-26, as soon as possible and, in any event, by no later than **15:00 (BST) on Friday, 23 July 2021**.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek advice from your stockbroker, solicitor/attorney, accountant, central securities depository participant ('CSDP'), banker or other independent professional advisor immediately.

If you have sold or otherwise transferred all of your shares, please pass this document, together with the relevant accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

CONTENTS

1	Chair's letter
4	Notice of annual general meeting
12	Biographies of the directors
24	Shareholder notes
28	Shareholder event
29	Company information
Enclosed	Form of proxy

CHAIR'S LETTER



Dear shareholder,

ANNUAL GENERAL MEETING: 27 JULY 2021

I am writing to you with details of the AGM of the Company to be held at Rosewood London Hotel, 252 High Holborn, London, WC1V 7EN, UK on **Tuesday, 27 July 2021 at 15:00** (BST).

IMPORTANT CHANGES TO OUR USUAL ARRANGEMENTS FOR THE AGM

Our AGM is an important event in the Company's corporate calendar and our preference would have been to welcome shareholders in person to our 2021 AGM, particularly given the constraints imposed in 2020 by the COVID-19 pandemic. However, the health and wellbeing of our shareholders and colleagues is very important to us. At the time of publication of this notice of meeting (the **Notice**) there continues to be uncertainty as to whether the UK Government's planned relaxation of restrictions on large indoor public events and travel will proceed. Given the higher potential COVID-19 transmission risk of indoor events, we have decided to proceed with caution and again scale back our AGM this year.

A number of our directors are based outside the UK and, due to the expected ongoing travel restrictions in the UK and abroad, we will not be able to have the whole Board of Directors (the **Board** or the **Directors**) present in person. There will be no presentations on the Company's business and no refreshments will be available. The AGM is expected to be purely functional, limited principally to putting the resolutions to shareholders and calling the poll. **Shareholders and corporate representatives are therefore strongly encouraged not to attend in person or appoint any proxy other than the chair of the AGM to attend.** For any shareholder who does seek to attend in person against our recommendation, strict health and safety measures will be enforced and will include temperature checks prior to admission and face coverings to be worn at all times.

The Company will continue to closely monitor the latest COVID-19 legislation and guidance issued by the UK Government. However, given the constantly evolving nature of the situation, even if it subsequently becomes possible to welcome a number of shareholders to an AGM venue under Government guidance, attendance in person is likely to be restricted in terms of numbers and we would therefore still strongly encourage shareholders not to attend the AGM in person.

Despite our strong encouragement that shareholders do not attend the AGM in person, we understand that the event is an opportunity for shareholders to ask questions of the Board in relation to the business of the Company or the resolutions being proposed at the AGM, and we welcome questions from our shareholders. To ensure that all shareholders have the opportunity to engage with the Board before submitting their proxy votes, there will be a **live online shareholder engagement event on Monday, 19 July 2021 at 14:00 (BST)** (the 'Shareholder Event'). I look forward to introducing myself to you at that event and, together with the Group Chief Executive Officer, the Group Chief Financial Officer and the chairs of the Audit and Risk, Nomination, Remuneration and Clinical Performance and Sustainability committees, responding to your questions about the Company or the resolutions being proposed at the AGM. Further details on how to join the Shareholder Event are set out on page 28.

Shareholders are also able to submit questions in writing in advance of the Shareholder Event by sending an email to the Company Secretary at MediclinicInternational@linkgroup.co.uk and these will be answered during the event. We will endeavour to publish and maintain an appropriate summary of responses to questions raised on the '2021 AGM' event page in the 'Investor Relations' section of our website at investor.mediclinic.com/events/event-details/2021-agm before the Shareholder Event.

The Company will continue to closely monitor the latest COVID-19 legislation and guidance issued by the UK Government and will notify shareholders as soon as reasonably practicable of any proposed changes to the arrangements for the AGM through an announcement to the London and Johannesburg stock exchanges and on the '2021 AGM' event page in the 'Investor Relations' section of our website at investor.mediclinic.com/events/event-details/2021-agm.

BUSINESS OF THE AGM

The Notice is set out on pages 4-11 of this document and includes the resolutions to be proposed at the AGM and the corresponding explanatory notes.

As set out in the Group's full-year results announcement published on 26 May 2021, at the end of FY20, the Board took the difficult decision to suspend the dividend. This was part of a broad range of proactive measures taken to conserve liquidity. We are very aware of the importance of dividends to many of our shareholders. However, at such an uncertain time with reduced visibility on the duration or the full impact of the crisis, we believe it remains prudent to prioritise liquidity preservation measures. The Board, therefore, has decided not to propose a final dividend and will keep the position on future dividend payments under regular review.

FURTHER INFORMATION

Further information relating to the Company, its Directors and its financial information can be found in the Company's annual report and financial statements for the year ended 31 March 2021, which was circulated at the same time as this Notice and is also available on our Company website at annualreport.mediclinic.com. The Company's website contains a variety of other information including previous annual reports, investor presentations, share price data and the Group's corporate governance practices.

ATTENDANCE AND VOTING - ACTION TO BE TAKEN

As previously indicated, shareholders are encouraged not to attend the AGM, but to engage with the Board at the Shareholder Event taking place on 19 July 2021 instead.

The Board therefore encourages you to exercise your vote on the resolutions under consideration by appointing the chair of the AGM as your proxy rather than a named person. This will ensure that your vote will be counted even if attendance at the AGM is restricted or you are unable to attend. You can appoint a proxy by submitting a form of proxy by post or electronically. A form of proxy is enclosed, which you can use to nominate the chair of the AGM as proxy to vote on your behalf, either in the manner you direct or at the chair's discretion. Please complete and return the form of proxy in accordance with the instructions on the form in order that it may be received by the Company's registrar, Computershare, as soon as possible and, in any event, no later than **15:00 on Friday, 23 July 2021**. Alternatively, follow the instructions set out on page 24 to submit your proxy form electronically.

All resolutions for consideration at the AGM will be voted on by way of a poll, rather than a show of hands. This means that shareholders will have one vote for each ordinary share held. The Company believes this will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the AGM but who have appointed a proxy for the AGM.

Please carefully read the provisions included in the shareholder notes set out on pages 24-27 regarding the actions required by shareholders. If you are in any doubt as to the action you should take, please consult your stockbroker, solicitor/attorney, accountant, CSDP, banker or other independent professional advisor immediately.

RECOMMENDATION

The Board believes that resolutions 1-21 contained in the Notice are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions, as they intend to do the same in respect of their own beneficial shareholdings.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Inga Beale', written in a cursive style.

Dame Inga Beale
Non-executive Chair

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2021 annual general meeting (the '**AGM**') of Mediclinic International plc ('**Mediclinic**' or the '**Company**') will be held at Rosewood London Hotel, 252 High Holborn, London, WC1V 7EN, UK on **Tuesday, 27 July 2021** at **15:00** (BST).

You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 1–18 will be proposed as ordinary resolutions. For an ordinary resolution to be passed, a simple majority of the votes cast must be in favour of the resolution. Resolutions 19–21 will be proposed as special resolutions. For a special resolution to be passed, at least 75% of the votes cast must be in favour of the resolution.

ORDINARY RESOLUTIONS

Resolution 1: Report and accounts

1. To receive the Company's annual accounts and reports for the financial year ended 31 March 2021.

Explanatory note

*Under the UK Companies Act 2006 (the '**Act**'), the Directors are required to present the annual accounts and reports at the AGM. These are contained in the Company's 2021 annual report and financial statements for the year ended 31 March 2021 (the '**2021 Annual Report**'), available on the Company's website at annualreport.mediclinic.com.*

Resolution 2: Directors' Remuneration Report

2. To approve the Directors' Remuneration Report for the year ended 31 March 2021 set out on pages 172–176 of the **2021 Annual Report** (excluding the Directors' Remuneration Policy included in the report).

Explanatory note

This resolution deals with the remuneration paid to the Directors during the year under review. Shareholders are invited to vote on the Directors' Remuneration Report, which appears on pages 172–176 of the 2021 Annual Report (excluding the Directors' Remuneration Policy). In accordance with the Act, resolution 2 is an advisory vote only and the Directors' entitlement to receive remuneration is not conditional thereon. The resolution and vote are a means of providing shareholder feedback to the Board.

Resolutions 3 to 14: Election and re-election of directors

Election of director

3. To elect Mr Steve Weiner, serving as an independent non-executive director of the Company, as a director of the Company.

Re-election of directors

4. To re-elect Dame Inga Beale, serving as Non-executive Chair of the Company, as a director of the Company.
5. To re-elect Dr Ronnie van der Merwe, serving as the Group Chief Executive Officer ('**CEO**') of the Company, as a director of the Company.
6. To re-elect Mr Jurgens Myburgh, serving as the Group Chief Financial Officer ('**CFO**') of the Company, as a director of the Company.
7. To re-elect Mr Alan Grieve, serving as the Senior Independent Director ('**SID**') of the Company, as a director of the Company.
8. To re-elect Dr Muhadditha Al Hashimi, serving as an independent non-executive director of the Company, as a director of the Company.
9. To re-elect Mr Jannie Durand, serving as a non-executive director of the Company, as a director of the Company.

10. To re-elect Dr Felicity Harvey, serving as an independent non-executive director of the Company, as a director of the Company.
11. To re-elect Mr Danie Meintjes, serving as a non-executive director of the Company, as a director of the Company.
12. To re-elect Dr Anja Oswald, serving as an independent non-executive director of the Company, as a director of the Company.
13. To re-elect Mr Trevor Petersen, serving as an independent non-executive director of the Company, as a director of the Company.
14. To re-elect Mr Tom Singer, serving as an independent non-executive director of the Company, as a director of the Company.

Explanatory note

In accordance with the Company's Articles of Association, any director appointed as such by the Board shall retire at the following annual general meeting and shall be eligible for election. Mr Weiner was appointed as a non-executive director on 22 July 2020 and will retire and stand for election.

In accordance with the provisions of the 2018 UK Corporate Governance Code, all members of the Board wishing to continue their appointments must seek re-election by the shareholders. All of the current directors of the Company are retiring and will seek re-election at the AGM.

The biographical details of all the directors seeking election or re-election at the AGM are set out on pages 12-23 of this Notice and the Board recommends their election or re-election as appropriate.

*The Board considers Mr Grieve, Dr Al Hashimi, Dr Harvey, Dr Oswald, Mr Petersen, Mr Singer and Mr Weiner to be independent non-executive directors in accordance with provision 10 of the 2018 UK Corporate Governance Code. None of the independent non-executive directors seeking election or re-election at the AGM has any existing or previous relationship, transaction or arrangement with the Company, nor with any controlling shareholder of the Company or any associate of a controlling shareholder of the Company, within the meaning of rule 13.8.17R(1) of the Listing Rules of the Financial Conduct Authority in the UK ('**Listing Rules**'). Mr Grieve and Mr Petersen were independent directors of Mediclinic International Ltd prior to the reverse acquisition of Al Noor Hospitals Group plc in February 2016 and were appointed as independent directors of the Company upon completion of the transaction. Subsequent appointments of independent directors have followed a structured and balanced process, with the Nomination Committee reviewing a list of suitable candidates identified through independent search consultants or other sources, followed by rigorous interviews with a panel which included the SID and other independent directors. In considering the independence of the non-executive directors, the Board has taken into account guidance from the 2018 UK Corporate Governance Code and the conduct, independence of thought and judgement exhibited by the independent directors during Board and committee meetings.*

*Messrs Grieve and Petersen will reach their nine-year anniversary of their appointment as directors of Mediclinic International Ltd on 13 September 2021. They will continue to serve on the Board in a non-independent capacity until the end of the second term of their appointment as directors of Mediclinic, on 14 February 2022. The Board is in the process of recruiting two new independent non-executive directors to ensure the Board continues to meet the independence requirements under the 2018 UK Corporate Governance Code. Please refer to the **Nomination Committee Report** in the **2021 Annual Report** for full details of the changes to the Board planned to take place this year.*

*Remgro Ltd ('**Remgro**'), through wholly owned subsidiaries, holds 44.56% of the issued ordinary shares of the Company and is therefore regarded as a controlling shareholder of the Company, for the purposes of the Listing Rules. The Listing Rules require that independent non-executive directors of a company with a controlling shareholder must be elected by a majority of votes*

cast by independent shareholders, in addition to a majority of votes cast by all shareholders in the company. The resolutions for the election or re-election of the independent non-executive directors (resolutions 3, 4, 7, 8, 10, 12, 13, and 14) of the Company will therefore be taken on a poll and the votes cast by (i) independent shareholders; and (ii) all shareholders, will be calculated separately. Such resolutions will be passed only if a majority of votes cast by independent shareholders are in favour, in addition to a majority of votes cast by all shareholders being in favour. Mr Durand is a representative of the Company's controlling shareholder, Remgro, and is therefore not considered to be independent as contemplated by provision 10 of the 2018 UK Corporate Governance Code.

Mr Meintjes does not meet the criteria to be considered an independent non-executive director due to his former position as Group CEO of the Company until 2018. The Board considered his proposed re-election as a non-executive director and, after careful deliberation, concluded that his re-election is in the best interests of the Group, its shareholders and other stakeholders, taking into account the overall composition of the Board and the knowledge and experience of the industry and the business that Mr Meintjes has gained over 30 years in different capacities across the business.

Mr Pieter Uys was appointed as an alternate director to Mr Durand on 7 April 2016. Mr Uys will continue that appointment beyond the AGM without seeking election by shareholders. If the resolution to re-elect Mr Durand is not passed by shareholders at the AGM, the alternate directorship of Mr Uys will cease immediately.

Resolutions 15 and 16: Reappointment and remuneration of auditor

15. To reappoint PricewaterhouseCoopers LLP as the Company's auditor, to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which annual accounts and reports are laid before the Company's shareholders.
16. To authorise the Audit and Risk Committee to determine the remuneration of the Company's auditor.

Explanatory note

At each general meeting at which the Company's annual accounts and reports are presented to its members, the Company is required to appoint an auditor to serve until the next such meeting. The Board, on the recommendation of the Audit and Risk Committee, recommends the reappointment of PricewaterhouseCoopers LLP as the auditor of the Company.

The remuneration of the Company's auditor must be fixed by the Company in a general meeting or in such manner as the Company may determine in a general meeting. Resolution 16 gives authority to the Audit and Risk Committee to determine the remuneration of the Company's auditor.

Resolution 17: Authority to make political donations

17. To authorise, in accordance with Part 14 of the Act, the Company and all its subsidiaries (collectively, the **'Group'**) at the date on which this resolution is passed, or at any time when this resolution has effect to:

- (a) make political donations to political parties and/or independent election candidates;
- (b) make political donations to political organisations other than political parties; and
- (c) incur political expenditure,

(as such terms are defined in the Act), up to an aggregate amount of £100 000, and the amount authorised under each of paragraphs (a), (b) and (c) above shall also be limited to such amount, during the period beginning on the date of the passing of this resolution and ending at the conclusion of the next annual general meeting of the Company, to be held in 2022, or 30 September 2022, whichever is earlier, provided that the authorised sums referred to above may comprise one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into sterling at the exchange rate published

in the London edition of the *Financial Times* on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company or its subsidiary (as appropriate) enters into any contract or undertaking in relation to the same or at such other rate as the Directors of the Company may in their absolute discretion determine to be appropriate. Upon the passing of this resolution, all existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act shall be revoked without prejudice to any donation made, or expenditure incurred, prior to the passing of this resolution pursuant to such authorisation or approval. For the purpose of this resolution, the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' shall have the meanings given by Sections 363 to 365 of the Act.

Explanatory note

This resolution seeks to authorise the Group to make political donations and incur political expenditure, as contemplated in the Act. Political donations are generally prohibited in terms of the Company's Code of Business Conduct and Ethics and Anti-bribery Policy, unless pre-approved by the Executive Committee of the division and reported on to the Group Executive Committee. It is not the policy of the Company to make political donations as contemplated in the Act and, during the year, the Group made no such payments. However, as a result of broad definitions used in the Act, normal business activities of the Company, which might not be considered political donations or expenditure in the usual sense, may possibly be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the Act. This could include sponsorships, subscriptions, payment of expenses, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review or reform. The Board has therefore decided to propose this resolution 17.

As permitted under the Act, this resolution also covers any political donations made or political expenditure incurred by any subsidiaries of the Company. This resolution 17 caps the amount of all forms of political donations and expenditure that the Company and its subsidiaries would be permitted to make at an aggregate of £100 000.

*As disclosed in the **2021 Annual Report** as is customary in Switzerland, Hirslanden maintains a proper and constructive dialogue with political decision-makers and stakeholders to represent the division's perspective and support informed decision-making that contributes to improving patient outcomes and the long-term sustainability of the business. Under the Swiss political system, citizens are active in political bodies at federal, cantonal and municipal levels in addition to their regular occupations. Parliamentarians are not professional politicians in this system and the parties do not receive state support. Therefore, in line with common and official practice in Switzerland, Hirslanden assists in supporting the country's political system by making third-party contributions to a number of political parties, institutions and associations involved in campaigns which are of interest to the business. The allowance for payments of this kind during FY21 was reduced to CHF3 000, but no such payments were effected during the reporting period. Payments of this kind made by Hirslanden in FY20 totalled CHF63 225. Annual fluctuations in spend are mostly due to the timing of national and cantonal renewal elections. For the avoidance of doubt, these contributions are not considered political payments as contemplated in Part 14 of the Act, as they are not made to the political parties within the scope of the Act.*

Resolution 18: Authority to allot ordinary shares

18. To generally and unconditionally authorise the Board, in substitution for any existing authority, but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, pursuant to and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:
 - (a) up to an aggregate nominal amount of £24 329 045.70 (representing 243 290 457 ordinary shares) (such amount to be reduced by any allotments or grants made under paragraph [b] below in excess of such sum); and

- (b) comprising equity securities (as defined in the Act) up to a nominal amount of £48 658 091.40 (representing 486 580 914 ordinary shares) (such amount to be reduced by any allotments or grants made under paragraph [a] above) in connection with an offer by way of a rights issue:
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that, in both cases, the Board may impose any limits or restrictions and make any arrangements which it considers necessary, expedient or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company, to be held in 2022, or 30 September 2022, whichever is earlier, save that the Company may, before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry; and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Explanatory note

The purpose of this resolution 18 is to give the Directors authority to allot shares in place of the existing authority approved at the annual general meeting of the Company held on 22 July 2020, which expires at the end of the AGM.

The authority in paragraph (a) of the resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £24 329 045.70 (representing 243 290 457 ordinary shares), which is equivalent to approximately 33% of the total issued ordinary share capital of the Company as at 26 May 2021, which is the latest practicable date prior to publication of this Notice.

The authority in paragraph (b) of the resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a nominal value of £48 658 091.40 (representing 486 580 914 ordinary shares), which is equivalent to approximately 66% of the total issued ordinary share capital of the Company as at 26 May 2021, which is the latest practicable date prior to publication of this Notice (such amount to be reduced by the amount of any relevant securities issued under the authority conferred by paragraph [a] of this resolution 18).

The Company does not currently hold any shares in treasury.

The Board has no present intention of exercising these authorities. However, as a UK premium-listed company, the Board believes it is in the best interests of the Company to have these authorities so that the Board has the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to allot securities at short notice and without the need to hold a general meeting if the need arises. The extent of the authority follows the UK's Investment Association's Share Capital Management Guidelines.

The authorities sought in paragraphs (a) and (b) of this resolution 18 are without prejudice to previous allotments made under such existing authorities.

The authorities will only be valid until the conclusion of the next annual general meeting of the Company to be held in 2022, or 30 September 2022, whichever is earlier.

SPECIAL RESOLUTIONS

Resolution 19: Authority to disapply pre-emption rights

19. That, if resolution 18 above is passed, the Board be given power to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such power to be limited:
- (a) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph [b] of resolution 18, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) in the case of the authority granted under paragraph (a) of resolution 18 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph [a] above) up to a nominal amount of £3 686 219.05,

such power to apply until the end of the next annual general meeting to be held in 2022, or 30 September 2022, whichever is earlier, but, in each case, during this period the Company may make offers and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Resolution 20: Additional authority to disapply pre-emption rights for purposes of acquisitions or capital investments

20. That, if resolution 18 above is passed, the Board be given the power, in addition to any power granted under resolution 20 above, to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph (a) of resolution 18 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such power to be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3 686 219.05; and
 - (b) used only for the purposes of financing a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, or for the purposes of refinancing such a transaction within six months of it taking place,

such power to apply until the end of the next annual general meeting to be held in 2022, or 30 September 2022, whichever is earlier, but, in each case, during this period the Company may make offers and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Explanatory note for resolutions 19 and 20

At the annual general meeting held on 22 July 2020, the Directors were given the authority to issue equity securities of the Company and sell treasury shares in exchange for cash until the 2021 AGM.

Resolution 19 renews the Directors' power to allot equity securities and sell treasury shares in exchange for cash without first offering them to existing shareholders in proportion to their existing shareholdings. Equity securities include ordinary shares in the Company. Resolution 19 allows the Directors to issue equity securities and to sell treasury shares for cash on a non-pre-emptive basis: (i) to ordinary shareholders in proportion to their existing shareholdings and to holders of other equity securities as required by the rights of those securities, or as the Directors consider necessary, and to deal with, among other things, treasury shares, fractional entitlements and legal and practical problems in any territory, for example, in the case of a rights issue or other similar share issue; and (ii) otherwise, up to an aggregate nominal amount of £3 686 219.05 (representing 36 862 190 ordinary shares). This number represents approximately 5% of the issued share capital as at 26 May 2021, the latest practicable date prior to publication of this Notice.

On 12 March 2015, the Pre-Emption Group, an association of companies and investors that produces best practice guidance on disapplying pre-emption rights in the UK market, issued a revised Statement of Principles. This stated that, in addition to the previous standard annual disapplication of pre-emption rights up to a maximum equal to 5% of issued ordinary share capital, the Pre-Emption Group is now supportive of extending the general disapplication authority for certain purposes.

On 5 May 2016, the Pre-Emption Group published a monitoring report on the implementation of its 2015 Statement of Principles for Disapplying Pre-emption Rights and a recommended template resolution for disapplying pre-emption rights. The template recommends companies request authority to disapply pre-emption rights in respect of the additional 5% to be used when the Board considers the use to be for an acquisition or specified capital investment in accordance with the 2015 Statement of Principles as a separate resolution to the disapplication to issue shares on an unrestricted basis.

Resolution 20 seeks this separate authority. Where the authority granted under resolution 20 is used, the Company will disclose this in the announcement regarding the issue, the circumstances that have led to its use and the consultation process undertaken.

In accordance with the section of the Statement of Principles regarding cumulative usage of authorities within a rolling three-year period, the Directors also confirm their intention that (except in relation to an issue pursuant to resolution 20 in respect of the additional 5% referred to above) no more than 7.5% of the issued ordinary share capital will be issued for cash on a non-pre-emptive basis during any rolling three-year period, without prior consultation with shareholders.

The Directors have no present intention of exercising these powers but believe that this resolution will assist them to respond to market developments and to take advantage of business opportunities as they arise.

These authorities are without prejudice to allotments made under previous authorities and will only be valid until the conclusion of the next annual general meeting to be held in 2022, or 30 September 2022, whichever is earlier.

Resolution 21: Notice of general meetings, other than annual general meetings

21. That a general meeting (other than an annual general meeting) of the Company may be called on not less than 14 clear days' notice.

Explanatory note

Under the Act, the notice period required for all general meetings of listed companies is 21 days, however, it is possible to reduce this period to 14 days (other than for annual general meetings), provided that the following two conditions are met: (i) that a company offers facilities for shareholders to submit proxy appointments by electronic means; and (ii) that there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 days to 14 days.

This resolution would, if passed, allow the Company flexibility to call general meetings, other than annual general meetings, on no less than 14 clear days' notice. This additional flexibility would only be used in limited and time-sensitive circumstances, where the Board considers relying on the authority to be to the advantage of shareholders as a whole. The approval will be effective until the Company's next annual general meeting, at which meeting it is intended to propose a similar resolution for approval.

Feedback from the Clinical Performance and Sustainability Committee

The report by the Clinical Performance and Sustainability Committee (the '**Committee**') included in the **2021 Annual Report**, read with the **2021 Clinical Services Report** and the **2021 Sustainable Development Report** published on the Company's website at annualreport.mediclinic.com, will serve as the Committee's feedback to the Company's shareholders on the matters within its mandate at the AGM. Any specific questions to the Committee may be sent to the Company Secretary prior to the AGM. Certain South African subsidiaries of the Company are required to appoint a social and ethics committee in terms of the South African Companies Act, No. 71 of 2008, as amended, (the '**SA Companies Act**') unless such companies are subsidiaries of another company that has a social and ethics committee, and the social and ethics committee of that company will perform the functions required by this regulation on behalf of that subsidiary company. The Committee, in fulfilling its role to (a) promote a culture of excellence in patient safety, quality of care and patient experience by, *inter alia*, monitoring the clinical performance of the Group; and (b) ensure that the Group is and remains a good and responsible corporate citizen by monitoring the sustainable development performance of the Group, also performs the statutory functions required of a social and ethics committee in terms of the SA Companies Act.

By order of the Board.

Link Company Matters Limited

Company Secretary

Mediclinic International plc

6th Floor, 65 Gresham Street, London, EC2V 7NQ

18 June 2021

BIOGRAPHIES OF THE DIRECTORS

Following the internal Board evaluation process concluded in March 2021 and a recommendation from the Nomination Committee, the Board is satisfied that each of the directors continues to be effective, demonstrates a commitment to the role, and continues to be able to dedicate sufficient time to their duties. The directors believe that the Board continues to include an appropriate balance of skills and provides effective leadership for the Company. The Board has a variety of skills which include significant financial experience, extensive knowledge of the healthcare industry internationally, and experience of public companies listed on the London Stock Exchange. The skills and experience of each director is set out in this section:

COMMITTEE KEY

- A** Member of Audit and Risk Committee
- C** Member of Clinical Performance and Sustainability Committee
- I** Member of Investment Committee
- N** Member of Nomination Committee
- R** Member of Remuneration Committee
- Chair of committee

SKILLS AND EXPERIENCE KEY

- Capital markets, investor management
- Financial, accounting and/or risk management
- Healthcare
- IT, cybersecurity
- Medical/clinical/similarly complex business
- Marketing and customer focus
- Sustainability
- Talent and culture management, human resources



RESOLUTION 3: MR STEVE WEINER



Independent Non-executive Director

Nationality: American

Appointed: July 2020

Contribution to the Company and reasons for election

Mr Weiner brings significant healthcare and international consumer goods experience in executive and non-executive finance and business transformation leadership roles in large, complex organisations in developed and developing markets.

Career experience He spent most of his career in finance with the international consumer goods group Unilever, most recently as Group Controller responsible for performance management, accounting, reporting and control. He was a member of Unilever's Global Finance Leadership Team, working closely with the group's board and Audit Committee. As non-executive director of Guy's and St Thomas' NHS Foundation Trust, one of the largest NHS Foundation Trusts in the UK, he chaired the Audit Committee from 2014 to 2018.

Key external appointments Non-executive director of Guy's and St Thomas' NHS Foundation Trust and of King's College Hospital NHS Foundation Trust.

Qualifications Masters in Finance (Columbia University), BSc in Management (Rutgers University).



RESOLUTION 4: DAME INGA BEALE



Non-executive Chair

Nationality: British

Appointed: Chair Designate March 2020, Chair July 2020

Contribution to the Company and reasons for re-election Dame Inga has close to 40 years of business management and leadership experience in global financial services, insurance and risk management in particular, and contributes a wealth of other skills and experience to the Board. As CEO of Lloyd's of London, the insurance and reinsurance market, she initiated large-scale digital and cultural transformation programmes and led the business's expansion into Dubai, China and India. She also played a critical role in advancing diversity and inclusion initiatives across Lloyd's and the international insurance sector. Her background provides a valuable balance to the Board and brings a different perspective to the Board's debates.

Career experience From 2014 to 2018 she served as the first female CEO of Lloyd's of London. Previously she held various senior leadership positions across the insurance sector, both in Switzerland and internationally, including at Converium, Zurich Insurance Group, Canopus and GE Insurance Solutions.

Key external appointments Independent non-executive director of Crawford & Company and London First. She serves on the London Mayor's Business Advisory Board and is Patron of Insuring Women's Futures. She has recently been appointed to the supervisory board of NN Group N.V.

Qualifications Associate of the Chartered Insurance Institute since 1987, appointed Dame Commander of the Order of the British Empire in 2017 for services to the UK economy.



RESOLUTION 5: DR RONNIE VAN DER MERWE



Group Chief Executive Officer

Nationality: South African

Appointed: June 2018

Contribution to the Company and reasons for re-election Dr Van der Merwe has a strong track record of leadership and management within a large private sector healthcare organisation, including strategy, organisational development, clinical performance, adoption of technology and managing quality. He also has extensive knowledge of Mediclinic's operations. As a qualified anaesthesiologist in private practice, Dr Van der Merwe gained extensive experience in trauma and elective anaesthesia, intensive care management, and the management of acute and chronic pain. During his involvement in the medical insurance industry, he gained expertise in healthcare data management, analytics, managed healthcare principles and reimbursement models. He established the Clinical Services, Clinical Information, Advanced Analytics, Health Information Management and central Procurement functions at Mediclinic, contributing to the growth and strategic positioning of the Group.

Career experience He joined the Company in 1999 and as Chief Clinical Officer took responsibility for various aspects of the business prior to his appointment as executive director and Group CEO of Mediclinic. He was an executive director of Mediclinic International Ltd from 2010, up to the reverse takeover of Al Noor Hospitals Group plc. He was appointed as an executive director and Group CEO of Mediclinic, with effect from 1 June 2018, and also serves as a non-executive director of Spire since 24 May 2018 under the terms of the shareholder agreement between Spire and Mediclinic.

Key external appointments Non-executive director of Spire.

Qualifications MBChB (Stellenbosch University), DA (SA) (College of Anaesthetists of South Africa), FCA (SA) (Fellowship of the College of Anaesthetists of South Africa), Advanced Management Program (Harvard Business School).



RESOLUTION 6: MR JURGENS MYBURGH



Group Chief Financial Officer

Nationality: South African

Appointed: August 2016

Contribution to the Company and reasons for re-election Mr Myburgh is a qualified chartered accountant with broad financial and accounting experience obtained during his career of over 20 years. Since joining the Group, he has emphasised the importance of capital management and allocation informed by cost of capital across the Group and driven a structured approach to growth.

Career experience After qualifying as a chartered accountant with KPMG in 2000, he joined The Standard Bank of South Africa Ltd in 2001 and was appointed as Head of Mergers and Acquisitions in 2009. Subsequently, he served as CFO at Datatec Ltd, an international ICT Group, before joining Mediclinic as Group CFO in August 2016.

Key external appointments None.

Qualifications BComm Hons in Accounting (University of Johannesburg), registered with the South African Institute of Chartered Accountants ('SAICA').



RESOLUTION 7: MR ALAN GRIEVE



Senior Independent Director

Nationality: British and Swiss

Appointed: Independent non-executive director February 2016, SID July 2019

Contribution to the Company and reasons for re-election Working as an executive and non-executive director across a wide range of business areas, Mr Grieve has gained comprehensive experience in finance, accounting and risk management; he also has extensive knowledge of the healthcare sector. This equips him with a strong basis for assessing and, where appropriate, challenging the financial and risk management framework.

Career experience He began his career in accountancy at the respective auditing firms now known as PwC and EY. He worked for Richemont, the Swiss luxury goods group, as Company Secretary from 1998 to 2004 and as Director of Corporate Affairs from 2004 to 2014. He served as an independent non-executive director of Mediclinic International Ltd from 2012 and as a director of Mediclinic Switzerland AG (now Hirslanden AG) between 2008 and 2012. He served as CFO of Reinet Investments Manager SA and Reinet Fund Manager SA from 2008 to 2011 and was the CEO from 2012 until he retired in 2014.

Key external appointments Non-executive director Reinet Investments Manager SA and Reinet Fund Manager SA.

Qualifications BA Hons Business Administration (Heriot-Watt University), member of the Institute of Chartered Accountants of Scotland.



RESOLUTION 8: DR MUHADDITHA AL HASHIMI



Independent Non-executive Director

Nationality: Emirati

Appointed: November 2017

Contribution to the Company and reasons for re-election Dr Al Hashimi has extensive knowledge and experience of the healthcare sector and provides substantial strategic and tactical expertise in operations, fiscal management and negotiating strategic transactions. She contributes valuable insights, especially into the Middle East operations of the Company, and has an excellent understanding of the broader geopolitical landscape.

Career experience Dr Al Hashimi has over 20 years' experience in the healthcare and higher education industry in the UAE. She is currently the Chair of the Sharjah Private Education Authority. Previous roles include serving as CEO of Dubai Healthcare City; CEO of the Mohammed Bin Rashid Al Maktoum Academic Medical Center; Deputy CEO of Tatweer; Member of Dubai Holdings; Executive Dean of the Faculty of Health Sciences, Higher Colleges of Technology ('HCT'); Acting Deputy Vice Chancellor of Academic Affairs at HCT; and a Director of Education of the Harvard Medical School Dubai Center.

Key external appointments Member of the University of Sharjah board of trustees, member of the Audit and Compliance Committee and the Academic Committee of the University of Sharjah, and a trustee of the UAE Nursing and Midwifery Council and the UAE Genetic Diseases Association.

Qualifications BS in Medical Technology (University of Minnesota), MSc in Clinical Laboratory Services (University of Minnesota), Doctor of Public Health (University of Texas).



RESOLUTION 9: MR JANNIE DURAND



Non-executive Director

Nationality: South African

Appointed: February 2016¹

Contribution to the Company and reasons for re-election Mr Durand has extensive knowledge and over 20 years' experience in the investment industry bringing substantial strategic and tactical expertise. He contributes valuable insights to the Board's discussions by drawing on his skills and experience of the investment and capital markets, finance and accounting, risk management, development and implementation of strategy, as well as investor relations.

Career experience He served as non-executive director of Mediclinic International Ltd from 2012 up until the combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Ltd in 2016. He joined the Rembrandt Group in 1996 and in 2012 was appointed as the CEO of Remgro, which holds a 44.56% interest in the Company, serving as its representative on the Board.

Key external appointments Non-executive chair for the following listed companies within the Remgro group: Distell Group Holdings Ltd, RCL Foods Ltd and Rand Merchant Investment Holdings Ltd.

Qualifications BAcc Hons in Accountancy (Stellenbosch University), MPhil in Management Studies (Oxford University), registered with SAICA.

Note

¹ Mr Uys, the Head of Strategic Investment at Remgro, was appointed as the alternate director to Mr Durand in April 2016. Prior to joining Remgro, he was a founding member and ultimately became the CEO of the Vodacom Group. He holds an MEng in Electronic Engineering (Stellenbosch University) and an Executive MBA (Stellenbosch University).



RESOLUTION 10: DR FELICITY HARVEY CBE



Independent Non-executive Director

Nationality: British

Appointed: October 2017

Contribution to the Company and reasons for re-election Dr Harvey's clinical and public health background provides valuable balance to the Board and brings an important perspective to the Board's discussions and to the Clinical Performance and Sustainability Committee, particularly as developments in technology continue to accelerate. She also plays a crucial role in supporting management in the development and implementation of the Company's sustainability strategy.

Career experience Throughout her career, Dr Harvey has gained an in-depth knowledge of the health sector, mainly through her work in the medical field. She is a clinician by background and was previously Director General for Public and International Health at the UK Department of Health; Director of the UK Prime Minister's Delivery Unit; Head of the Medicines, Pharmacy and Industry Group at the Department of Health; Director of Prison Health at Her Majesty's Prison Service; Head of Quality Management at NHS Executive; and Private Secretary to the Chief Medical Officer.

Key external appointments Non-executive director of Guy's and St Thomas' NHS Foundation Trust, London; non-executive director of Halcyon TopCo Ltd; visiting professor at the Institute of Global Health Innovation, Imperial College London; Chair of the WHO Independent Oversight and Advisory Committee for Health Emergencies.

Qualifications MBBS (St Bartholomew's Medical College, University of London), PgDip in Clinical Microbiology (The Royal London Hospital College, University of London), MBA (Henley Management College). Appointed Commander of the Order of the British Empire in 2008, Honorary Fellow of the Royal College of Physicians, Fellow of the Faculty of Public Health and a member of Chapter Zero, the UK Chapter of the World Economic Forum's Climate Governance Initiative.



RESOLUTION 11: MR DANIE MEINTJES



Non-executive Director

Nationality: South African

Appointed: Non-executive director August 2018, non-executive director for workforce engagement April 2019

Contribution to the Company and reasons for re-election As the former Group CEO and prior to that, as divisional Human Resources Executive, Mr Meintjes led Mediclinic's efforts to engage with, and invest in, the Company's workforce. With his career background and in-depth knowledge of the Company, he is uniquely positioned to effectively oversee the Company's employee engagement processes and evaluate the effectiveness and progress in this regard. He brings significant operational, strategic and risk management experience to the Board as well as extensive knowledge of the healthcare sector.

Career experience He served as CEO of Mediclinic from 2010 up to his retirement on 1 June 2018. He was appointed as an executive director and Group CEO of the Company on 15 February 2016. Mr Meintjes served in various management positions in the Remgro group before joining Mediclinic in 1985 as the Hospital Manager of Mediclinic Sandton. He became a member of Mediclinic's Executive Committee in 1995 and a director in 1996. In 2006 he was seconded to serve as a senior executive of the Group's operations in Dubai and appointed as the CEO of Mediclinic Middle East in 2007. He served as a non-executive director of Spire from 2015, a position from which he retired on 24 May 2018.

Key external appointments Non-executive director of Capitec Bank Holdings Ltd and Capitec Bank Ltd.

Qualifications BPL Hons in Industrial Psychology (University of the Free State), Advanced Management Program (Harvard Business School).



RESOLUTION 12: DR ANJA OSWALD



Independent Non-executive Director

Nationality: Swiss

Appointed: July 2018

Contribution to the Company and reasons for re-election Dr Oswald supports the Board with her knowledge and experience in digital transformation and digital ecosystems as well as with her tremendous network in different fields. In addition, with her unique insights into day-to-day operations in the broader political and regulatory context of private healthcare in Switzerland and her experience as a medical specialist, general manager and board member of various companies and start-up companies, she brings a wealth of knowledge and practical experience.

Career experience She was previously Deputy Medical Officer in the Department of Health, Head of Medical and Pharmaceutical Services, as well as a member of various cantonal, regional and national committees in Swiss health administration authorities and worked closely with political opinion leaders. She was also CEO of a healthcare start-up company and worked for several years as a medical specialist in various hospitals.

Key external appointments CEO of Klinik Sonnenhalde AG, member of the boards of Integrierte Psychiatrie Winterthur, Zippsafe AG, a spin-off of ETH in the industry field that produces smart locker solutions, and Past-President of the Association of Private Hospitals in Basel.

Qualifications MD-PhD (University of Basel), specialising in Orthopaedic Surgery and Traumatology, as well as in Sports Medicine, Executive MBA (University of Rochester-Bern). She holds a certificate in General Management (University of Bern), as well as a certificate of the Swiss Board School (International Center for Corporate Governance of the University of St. Gallen).



RESOLUTION 13: MR TREVOR PETERSEN



Independent Non-executive Director

Nationality: South African

Appointed: February 2016

Contribution to the Company and reasons for re-election Mr Petersen brings significant experience, in-depth knowledge and corporate history of Mediclinic and the healthcare sector, having served as a director from 2012 and through the successful merger of Mediclinic International and Al Noor Hospitals Group plc in February 2016. Through his career in accountancy and audit, Mr Petersen has valuable experience, which informs his role on the Mediclinic Board and its committees.

Career experience Previously a lecturer at the University of Cape Town, he took up a partnership in the merged firm of PricewaterhouseCoopers Inc in 1996. He served as a partner of the national firm from 1997 to 2009 and as the partner-in-charge of Cape Town and Chair of the Western Cape region. He has served professional membership associations such as the SAICA and was elected the Chair of its national body in 2006 and 2007.

Key external appointments Lead independent non-executive director of Media24 (Pty) Ltd.

Qualifications BComm Hons in Financial Management (University of Cape Town), registered with SAICA.



RESOLUTION 14: MR TOM SINGER



Independent Non-executive Director

Nationality: British

Appointed: July 2019

Contribution to the Company and reasons for re-election Mr Singer's skills and experience, gained through his long and successful career in finance across a broad range of UK and international branded consumer businesses, including in the healthcare sector, provide important input. He also brings a thorough understanding of the UK-listed company environment. His career and background make him ideally suited to succeed Mr Grieve as chair of the Audit and Risk Committee.

Career experience Previously served as CFO of InterContinental Hotels Group PLC, a leading international hotel group, and British United Provident Association (BUPA), a provider of health insurance, care homes for the elderly and other health-related services including private hospitals. Earlier in his career, Mr Singer was CFO and Chief Operating Officer of William Hill PLC and Finance Director of Moss Bros PLC, having started his career in professional services and spending a total of 12 years at Price Waterhouse and McKinsey.

Key external appointments Non-executive director of Halfords Group plc and DP Eurasia NV, an operator of pizza restaurants in Turkey and Russia.

Qualifications BSc Hons Finance and Accounting (University of Bristol), qualified chartered accountant, Advanced Management Programme (INSEAD).

SHAREHOLDER NOTES

The following notes explain your general rights as a shareholder and your right to attend and vote at this AGM or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the register of members of the Company at close of business on Friday, 23 July 2021 (or, in the event of any adjournment, close of business on the date which is 48 hours before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM. In alignment with best practice for listed companies, it is the current intention that each of the resolutions to be put to the AGM will be voted on by way of a poll and not by show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account. Following a poll vote, any shareholder who has voted on the poll is entitled under section 360BA of the Companies Act 2006 to request from the Company information which will allow them to determine whether their vote was validly recorded and counted. Shareholders who wish to do so should contact the Company's registrar, Computershare, no later than 30 days following the date of the AGM, using the contact details set out on page 29.

Notwithstanding the planned relaxation of UK Government restrictions on the holding of events, restrictions or guidance on public gatherings and travel may remain in place or be reintroduced at short notice. **Shareholders and corporate representatives are therefore strongly encouraged not to attend in person or appoint any proxy other than the chair of the AGM.** The AGM is expected to be purely functional, principally putting the resolutions to shareholders and calling the poll.

Shareholders are therefore encouraged to attend the live Shareholder Event (refer to page 28 for details) and to **submit a proxy vote in advance of the AGM** in accordance with the instructions set out below.

2. **Dispatch instructions:** To be valid, any form of proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be returned by no later than **15:00 (BST) on Friday, 23 July 2021** through any one of the following methods:
 - (a) in the case of **shareholders on the UK register:**
 - (i) by post at:
Computershare Investor Services PLC
The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom
(Tel: 0370 703 6022 if dialling from the UK and +44 370 703 6022 if dialling from abroad); or
 - (ii) by hand or courier (during normal business hours only) to the Company's UK registrar at:
Computershare Investor Services PLC
The Pavilions, Bridgwater Road, Bristol, BS13 8AE, United Kingdom
(Tel: 0370 703 6022 if dialling from the UK and +44 370 703 6022 if dialling from abroad); or
 - (iii) electronically through the website of the Company's UK registrar at www.investorcentre.co.uk/eproxy; or
 - (iv) in the case of shares held through CREST, via the CREST system (see notes 10-12 on page 26);

- (b) in the case of **certificated shareholders** or shareholders who hold dematerialised shares with **own-name registration on the South African securities register**, to the Company's South African transfer secretaries at:

Computershare Investor Services (Pty) Ltd
Proxies
Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, South Africa
Private Bag X9000, Saxonwold 2132, South Africa
Email: proxy@computershare.co.za
Fax: +27 11 688 5238

or, in the case of **certificated shareholders resident in Namibia** and who elect to do so, to the Company's Namibian transfer secretaries at:

Transfer Secretaries (Pty) Ltd
4 Robert Mugabe Avenue, Windhoek, Namibia
PO Box 2401, Windhoek, Namibia
Email: ts@nsx.com.na

3. Members are entitled to appoint a proxy to exercise all or part of their rights to attend, and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. A form of proxy, which accompanies this Notice, may be used to make such appointment and give proxy instructions. If you do not have a form of proxy and believe that you should have one, or if you require additional forms, please contact the relevant registrar of the Company, whose contact details are provided above.

As noted above, shareholders are encouraged to **appoint the chair of the AGM as their proxy** rather than a named person, or multiple named persons, to ensure their vote is counted even if restrictions or guidance on public gatherings and travel remain in place or are reintroduced at short notice, or shareholders are otherwise unable to attend due to the health and safety measures the Company may put in place.

4. In the case of joint holders appointing a proxy, the signature of one holder is sufficient, but the names of all joint holders should be stated. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
5. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a **'Nominated Person'**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in notes 3, 4 and 8 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the AGM.

8. If you return more than one proxy appointment (except where multiple proxies have been appointed), either by paper or electronic communication, that appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
9. The return of a completed form of proxy, electronic filing or any CREST proxy instruction (as described in note 11 below) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so.

However, as noted above, restrictions or guidance on public gatherings and travel may remain in place or be reintroduced at short notice, or shareholders may otherwise be unable to attend due to the health and safety measures the Company may put in place, resulting in shareholders not being able to attend in person.

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider/(s), should refer to their CREST sponsor or voting service provider/(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a '**CREST Proxy Instruction**') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the *CREST Manual*. The message must be transmitted so as to be received by the issuer's agent (ID 3RA50) by **15:00 (BST) on Friday, 23 July 2021**. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider/[s], to procure that their CREST sponsor or voting service provider/[s] take/[s]) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the *CREST Manual* concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. In the case of **dematerialised shareholders holding their shares through the South African securities register**, other than dematerialised shareholders with own-name registration, such shareholders should contact their CSDP or broker in the manner and time stipulated in their agreement, in order to furnish them with their voting instructions or to obtain a letter of representation, in the event that they wish to attend the AGM in person.
14. Any corporation which is a member can appoint one or more corporate representative/(s) who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers in relation to the same shares.

15. As at 26 May 2021 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital comprises 737 243 810 ordinary shares, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 26 May 2021 are 737 243 810.
16. Under Section 527 of the Act, shareholders meeting the threshold requirements set out in that Section have the right to require the Company to publish, on a website, a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the auditor's report and the conduct of the audit), which are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. Business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required to publish on a website under Section 527 of the Act.
17. Any shareholder attending the AGM has the right to ask questions. The Company must answer any such question relating to the business being dealt with at the AGM, but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered. If multiple questions on the same topic are received in advance, the chair may choose to provide a single answer to address shareholder queries on the same topic.

Restrictions or guidance on public gatherings and travel may remain in place or be reintroduced at short notice, resulting in neither shareholders nor their named proxy being able to attend in person. Registered shareholders are therefore encouraged to attend the Shareholder Event (refer to page 28 for details). Shareholders may also submit questions to the Directors about the Company and its business or the resolutions being proposed at the AGM in advance of the Shareholder Event by sending an email to the Company Secretary at MediclinicInternational@linkgroup.co.uk by 14:00 (BST) on 14 July 2021. Participation in the Shareholder Event will not constitute formal attendance at the AGM.

18. The following documents are, subject to any security arrangements or restrictions in place as a result of the current COVID-19 pandemic, available for inspection during normal business hours at the registered office of the Company in the UK or at Mediclinic Corporate Office, 25 Du Toit Street, Stellenbosch 7600, South Africa on any business day from 18 June 2021 until the time of the AGM, and may also be inspected at the AGM venue, as specified in the Notice, from 14:30 (BST) on the day of the AGM until its conclusion:
 - (a) copies of the directors' letters of appointment or service contracts; and
 - (b) a copy of the Articles of Association of the Company.
19. You may not use any electronic address provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
20. Personal data provided by shareholders at or in relation to the AGM will be processed in line with the Company's privacy policy. Detailed information on how the Company processes your personal data and what your rights are under applicable data privacy laws can be accessed on the Company's website at www.mediclinic.com/en/privacy-statement.html.

A copy of this Notice, and other information required by Section 311A of the Act, can be found on the Company's website at investor.mediclinic.com/shareholder-centre/shareholder-meetings.

SHAREHOLDER EVENT

MONDAY, 19 JULY 2021 AT 14:00 (BST)

We will be holding a live online shareholder event on **19 July 2021 at 14:00 (BST)** to provide shareholders with the opportunity to hear from the Chair and ask questions of the Board in relation to the business of the Company or the resolutions being proposed at the AGM prior to submitting your proxy votes.

Shareholders will be able to ask questions during the Shareholder Event, but you can also submit them in advance by emailing them to the Company Secretary at mediclinicinternational@linkgroup.co.uk by 14:00 (BST) on 14 July 2021 with 'Shareholder Event 2021' in the subject line for ease of identification. The Company will endeavour to publish and maintain an appropriate summary of responses to questions raised on the '2021 AGM' event page at investor.mediclinic.com/events/event-details/2021-agm before the Shareholder Event. If multiple questions on the same topic are received, a single answer may be provided to address all shareholder queries on the same topic.

Please note this event is being organised to afford shareholders an opportunity to engage with key members of the Board, as a number of our directors are based outside the UK and will not be able to attend the AGM. We therefore encourage all shareholders to participate.

Participation in the Shareholder Event will not constitute formal attendance at the AGM.

HOW TO REGISTER FOR THE EVENT

You can register for the Shareholder Event by emailing the Company Secretary at mediclinicinternational@linkgroup.co.uk. We will then verify you are registered in the register of members of the Company before providing full details of how to join. **Only verified shareholders and Nominated Persons will be allowed to access the event.**

IMPORTANT: To facilitate this verification:

- Shareholders registered on the UK register of members should provide their Shareholder Reference Number, as included in the form of proxy posted with this Notice or email or letter of notification of availability sent to them when this Notice was published.
- Nominated persons, shareholders on the UK register of members or the South African branch register holding their shares through a broker and shareholders on the South African branch register holding their shares through a CSDP will need to provide the Company Secretary with a copy of a **letter of representation** to confirm their eligibility to attend the event.
- Corporate representatives will also need to provide the Company Secretary with a **letter of representation** from the corporate shareholder.

To ensure the timely completion of this verification process, **please register for the event as soon as possible** and in any event **no later than by 14:00 (BST) on 14 July 2021.**

You will be able to join the event via your PC, laptop, tablet or mobile device.

COMPANY INFORMATION

COMPANY NAME AND NUMBER

Mediclinic International plc
(Incorporated and registered in England
and Wales)
Company number: 08338604

REGISTERED OFFICE

Mediclinic International plc, 6th Floor,
65 Gresham Street, London, EC2V 7NQ
Tel: +44 333 300 1930
Ethics Line: +27 (0)21 809 6500
Toll-free: 0800 005 316
(South Africa and Switzerland);
0800 003 313 or 081 91847 (MTC Networks)
(both for Namibia)
800 1 55000 (United Arab Emirates)
mediclinic@tip-offs.com
Email: info@mediclinic.com
Website: www.mediclinic.com

LISTING

FTSE sector: Health Care –
Health Care providers – Health Care Facilities
ISIN code: GBOOB8HX8Z88
SEDOL number: B8HX8Z8
EPIC number: MDC
LEI: 2138002S5BSBIZTD5160
Primary listing: London Stock Exchange
(share code: MDC)
Secondary listing: JSE (share code: MEI)
Secondary listing: Namibian Stock Exchange
(‘**NSX**’) (share code: MEP)

COMPANY SECRETARY

Link Company Matters Limited
Caroline Emmet
Tel: +44 333 300 1930
Email: mediclinicinternational@linkgroup.co.uk

INVESTOR RELATIONS CONTACT

James Arnold
Head of Investor Relations
14 Curzon Street,
London, W1J 5HN,
United Kingdom
Tel: +44 20 3786 8180/1
Email: ir@mediclinic.com

REGISTRAR/TRANSFER SECRETARIES

United Kingdom

Computershare Investor Services PLC
The Pavilions, Bridgwater Road,
Bristol, BS99 6ZZ
Tel: +44 370 703 6022
Email: WebCorres@computershare.co.uk

South Africa

Computershare Investor Services (Pty) Ltd
Rosebank Towers, 15 Biermann Avenue,
Rosebank 2196
Private Bag X9000, Saxonwold 2132
Tel: +27 11 370 5000
Email: Groupadmin1@computershare.co.za

Namibia

Transfer Secretaries (Pty) Ltd
4 Robert Mugabe Avenue, Windhoek
PO Box 2401, Windhoek
Tel: +264 61 227 647
Email: ts@nsx.com.na

CORPORATE ADVISORS

Auditor

PricewaterhouseCoopers LLP, London

Corporate Broker and Sponsors

Joint corporate brokers (United Kingdom):
Morgan Stanley & Co International plc and
UBS Investment Bank
JSE sponsor (South Africa): Rand Merchant Bank
(a division of FirstRand Bank Limited)
NSX sponsor (Namibia): Simonis Storm Securities
(Pty) Ltd

Legal Advisors

UK legal advisors: Slaughter and May
SA legal advisors: Cliffe Dekker Hofmeyr Inc.

Remuneration Consultant

Deloitte LLP

Communication Agency

FTI Consulting
Tel: +44 20 3727 1000
Email: businessinquiries@fticonsulting.com

EXPERTISE YOU CAN TRUST.

www.mediclinic.com