

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

### Action required

If you are in any doubt as to what action to take, you should consult your Central Securities Depository Participant ("CSDP"), banker, broker, attorney, accountant or other professional advisor immediately.

If you have disposed of all of your ordinary shares in Medi-Clinic Corporation Limited ("Medi-Clinic"), please forward this document to the purchaser to whom or the banker, broker or other agent through whom you disposed of such shares.

Full details of the actions required by the shareholders of Medi-Clinic ("Shareholders") regarding the general meeting are set out on pages 2 to 3 of this document.

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### Medi-Clinic Corporation Limited

(Incorporated in the Republic of South Africa)

(Registration number 1983/010725/06)

JSE share code: MDC

ISIN: ZAE000074142

("Medi-Clinic" or "the Company")

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## Circular to Shareholders of Medi-Clinic

relating to:

- **the adoption of a new management share incentive scheme,**

and incorporating:

- **a notice of general meeting; and**
  - **a form of proxy in respect of the general meeting (for use by certificated Medi-Clinic shareholders and dematerialised Medi-Clinic shareholders with "own name" registration).**
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Attorneys to Medi-Clinic

**Hofmeyr**

Hofmeyr Herbstein & Gihwala Inc  
Registration Number: 1997/001523/21

Sponsor to Medi-Clinic



**RAND MERCHANT BANK**  
— A division of FirstRand Bank Limited —

*This Circular is available in English only. Copies may be obtained from the registered office of Medi-Clinic, the sponsor and the Transfer Secretaries whose addresses are set out in the "Corporate Information" section of this document.*

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Date of issue: Monday, 6 March 2006

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## **CORPORATE INFORMATION AND ADVISORS**

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### **Secretary and registered office**

GC Hattingh  
Medi-Clinic Offices, Strand Road  
Stellenbosch, 7600  
(PO Box 456, Stellenbosch, 7599)

### **Sponsor to Medi-Clinic**

Rand Merchant Bank  
A division of FirstRand Bank Limited  
1 Merchant Place  
Corner Fredman Drive & Rivonia Road  
Sandton, 2196  
(PO Box 786273, Sandton, 2146)

### **Attorneys**

Hofmeyr Herbstein & Gihwala Inc.  
(Registration number 1997/001523/21)  
21st Floor, 2 Long Street  
Cape Town, 8001  
(PO Box 1221, Cape Town, 8000)

### **Transfer Secretaries**

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

### **Date of incorporation of Medi-Clinic**

1983

### **Place of incorporation of Medi-Clinic**

South Africa

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## ACTIONS REQUIRED

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The definitions and interpretations on pages 4 to 5 of this Circular apply, *mutatis mutandis*, to this section on actions required.

### 1. ACTIONS REQUIRED BY ORDINARY SHAREHOLDERS REGARDING THE GENERAL MEETING

A General Meeting of Ordinary Shareholders will be held at 09:00 on Wednesday, 22 March 2006, at Medi-Clinic Offices, Strand Road, Stellenbosch to consider and, if deemed fit, pass, *inter alia*, the resolutions set out in the notice convening the General Meeting. A notice convening the General Meeting is attached hereto and forms part of this Document.

Please take careful note of the following provisions regarding the actions required by Ordinary Shareholders regarding the General Meeting. If you are in any doubt as to what action to take, consult your CSDP, broker, attorney, accountant, banker or other professional advisor immediately.

#### 1.1 If you have dematerialised your Medi-Clinic Shares other than with “own name” registration

##### 1.1.1 Voting at the General Meeting

Your CSDP or broker should contact you to ascertain how you wish to cast your votes at the General Meeting and thereafter to cast your votes in accordance with your instructions. If you have not been contacted by your CSDP or broker, it would be advisable for you to contact your CSDP or broker and furnish it with your voting instructions.

If your CSDP or broker does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in the custody agreement concluded between you and your CSDP or broker.

You must **not** complete the attached form of proxy for the General Meeting (*green*).

##### 1.1.2 Attendance and representation at the General Meeting

You must advise your CSDP or broker if you wish to attend the General Meeting and your CSDP or broker will issue the necessary letter of authority to you to attend the General Meeting.

**1.2 If you have not dematerialised your Medi-Clinic Shares or if you have dematerialised your Medi-Clinic Shares with “own name” registration**

**1.2.1 Voting and attendance at the General Meeting**

You may attend the General Meeting in person and may vote at the General Meeting.

Alternatively, if you are unable to attend the General Meeting you may appoint a proxy to represent you at the General Meeting by completing the attached form of proxy for the General Meeting (green) in accordance with the instructions it contains and returning it to Computershare Investor Services 2004 (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) so as to be received by no later than 09:00 on Friday, 17 March 2006.

**If you wish to dematerialise your Medi-Clinic Shares, please contact your CSDP or broker.**

**If you have disposed of all of your Medi-Clinic Shares, please forward this Document to the purchaser to whom, or the banker, broker, or other agent through whom you disposed of such shares.**

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## DEFINITIONS AND INTERPRETATIONS

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In this Circular, unless the context indicates otherwise:

- reference to the singular shall include the plural and *vice versa* and words denoting one gender include the other;
- expressions denoting natural persons include juristic persons and associations of persons; and
- the words in the first column have the meanings stated opposite them in the second column, as follows:

“Board”	board of directors of Medi-Clinic;
“Bonus”	an annual bonus payable to Participants in two components: one component will be paid in cash and the second component will be used to purchase Medi-Clinic Shares for the Participants;
“Business Day”	any day other than a Saturday, Sunday or official public holiday in South Africa;
“Certificated Shareholders”	Medi-Clinic Shareholders holding Certificated Shares;
“Certificated Shares”	Medi-Clinic Shares that have not been dematerialised, title to which is represented by a share certificate or other physical Document of Title;
“this Circular” or “this Document”	this bound document dated 6 March 2006, including a notice to convene the General Meeting and form of proxy attached thereto;
“Companies Act”	Companies Act, 1973 (Act 61 of 1973), as amended;
“CSDP”	in relation to any person, a depository institution accepted by STRATE as a participant in terms of the Securities Services Act, 2004 (Act 36 of 2004), as amended, with whom the person in question holds a Dematerialised Share account;
“Dematerialised Shares”	Medi-Clinic Shares that have been dematerialised in accordance with the rules of STRATE, whereby physical share certificates or other Documents of Title have been validated and cancelled by the Transfer Secretaries and captured onto the STRATE system by the selected CSDP or broker and the shareholding is recorded electronically;
“Document/s of Title”	share certificates, certified transfer deeds, balance receipts or any other documents of title to Certificated Shares, acceptable to Medi-Clinic;
“Existing Share Option Scheme”	the existing Medi-Clinic Share Option Scheme;

“General Meeting”	a general meeting of Medi-Clinic Shareholders to be held at 09:00 on Wednesday, 22 March 2006, at Medi-Clinic Offices, Strand Road, Stellenbosch;
“Group” or “Medi-Clinic Group”	Medi-Clinic and its subsidiaries;
“Incentive Scheme”	the Medi-Clinic Management Incentive Scheme;
“JSE”	JSE Limited, a company licensed as an exchange under the Securities Services Act, 2004 (Act 36 of 2004), as amended, registration number 2005/022939/06;
“Medi-Clinic” or “the Company”	Medi-Clinic Corporation Limited, a company incorporated in South Africa, registration number 1983/010725/06, the shares of which are listed on the JSE;
“Medi-Clinic Share/s”	(an) ordinary share/s of R0.10 (ten cents) each in the issued share capital of Medi-Clinic;
“Medi-Clinic Shareholders”	holders of Medi-Clinic Shares;
“Participant/s”	senior management employee/s of Medi-Clinic who qualify for and participate in the Incentive Scheme, including executive directors of Medi-Clinic;
“SENS”	Securities Exchange News Service;
“South Africa”	the Republic of South Africa;
“STRATE”	STRATE Limited, a company incorporated in South Africa which is a registered CSDP responsible for the electronic clearing and settlement system for transactions that take place on the JSE and off-market trades, registration number 1998/022242/06;
“Transfer Secretaries”	Computershare Investor Services 2004 (Proprietary) Limited, a company incorporated in South Africa, registration number 2004/003647/07; and
“Treasury Share/s”	Medi-Clinic Shares held by subsidiaries of Medi-Clinic.

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## IMPORTANT DATES AND TIMES

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The definitions and interpretations on pages 4 to 5 of this Document apply to this section on important dates and times.

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**2006**

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Circular posted to Medi-Clinic Shareholders on	Monday, 6 March
Last day to lodge forms of proxy for the General Meeting, by 09:00 on	Friday, 17 March
<b>General Meeting to be held at 09:00 on</b>	Wednesday, 22 March
Results of General Meeting published on SENS on	Wednesday, 22 March

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### Notes

1. The abovementioned times and dates are South African times and dates, and are subject to change. Any such change will be published on SENS and in the press.
2. If the date of the General Meeting is adjourned or postponed, forms of proxy must be received by no later than 24 hours prior to the time of the adjourned or postponed General Meeting, provided that for the purposes of calculating the latest time by which forms of proxy must be received, Saturdays, Sundays and public holidays will be excluded.





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### **ADOPTION OF A NEW MANAGEMENT INCENTIVE SCHEME**

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#### **Directors:**

E de la H Hertzog (*Chairman*)

L J Alberts

S Dakile-Hlongwane\*

W P Esterhuysen\*

J du T Marais

A R Martin\*

D P Meintjes

V E Msibi~

A A Raath\*

M A Ramphela~

J G Swiegers

W L van der Merwe\*

M H Visser~

\* Independent non-executive

~ Non-executive

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#### **1. DEFINITIONS AND INTERPRETATIONS**

The definitions and interpretations set out on pages 4 to 5 of the Circular apply to this section.

#### **2. INTRODUCTION**

The Board has resolved to implement the Incentive Scheme to bring the total remuneration level of senior management closer to the benchmark level in the market and to introduce a risk component to the remuneration packages of senior management. The Incentive Scheme will replace the Existing Share Option Scheme, which will be phased out.

#### **3. PURPOSE OF THIS CIRCULAR**

In terms of the JSE Listings Requirements, share incentive schemes are required to be approved by shareholders in general meeting. A feature of the Incentive Scheme is that

Participants therein will acquire Medi-Clinic Shares. The purpose of this Circular is to provide Medi-Clinic shareholders with relevant information relating to the Incentive Scheme and the implications thereof, to enable Medi-Clinic Shareholders to make an informed decision as to whether or not they should vote in favour of the proposed resolutions relating to the adoption of the Incentive Scheme.

#### 4. SALIENT FEATURES OF THE INCENTIVE SCHEME

The Incentive Scheme is in essence a cash bonus scheme, in terms whereof a portion of the after tax value of the bonus is compulsorily invested in Medi-Clinic shares.

Participants in the Incentive Scheme will be senior management employees, including executive directors of Medi-Clinic.

The bonus payable to a Participant in terms of the Incentive Scheme is calculated by taking into account the Participant's annual remuneration, his/her job grade and the percentage growth in the Medi-Clinic Share price over a specified period, limited to a maximum growth of 20% per 12 month period and/or such other considerations as may be determined by the Board from time to time. Bonuses are calculated over a period of one year commencing on 1 March of each year and ending on 28 February the following year and are payable to Participants within a month thereafter. The Incentive Scheme is intended to be implemented with effect from 1 March 2005, on the basis that Participants in the Incentive Scheme will be eligible for bonuses in terms thereof with reference to the period ended 28 February 2006.

The after tax value of the bonus will be apportioned into two components, being a cash component and a component consisting of Medi-Clinic Shares ("the share component"). The share component is a fixed percentage of the after tax value of the bonus depending on the Participant's job grade.

Medi-Clinic will, on behalf of Participants, apply the share component of the after tax value of their bonuses in order to acquire Medi-Clinic Shares at the then prevailing market price. Such Medi-Clinic Shares may either be new Medi-Clinic Shares specifically issued for this purpose, or may be existing Medi-Clinic Shares held in treasury by Medi-Clinic subsidiaries.

Medi-Clinic Shares received by Participants in terms of the Incentive Scheme will rank *pari passu* in all respects with existing Medi-Clinic Shares.

The Incentive Scheme includes appropriate mechanisms to ensure the retention of participating senior management.

Medi-Clinic's issued share capital currently comprises 394 338 449 Medi-Clinic Shares. The maximum aggregate number of new Medi-Clinic Shares and Treasury Shares which may be made available to Participants in terms of the Incentive Scheme will be 39 433 844 Medi-Clinic Shares, or such other number as may be approved by shareholders in general meeting. This number currently represents 10% of the total number of issued Medi-Clinic Shares.

The maximum percentage of such aggregate number which may be made available to an individual Participant is 10%, or such percentage as may be approved by shareholders in general meeting.

No further options will be issued in terms of the Existing Share Option Scheme. Participants who have accepted share options in terms of the Existing Share Option Scheme will however still be entitled to exercise their share options in terms of the Existing Share Option Scheme.

The bonus value calculated under the Incentive Scheme will be reduced on a pro rata basis for outstanding share options in terms of the Existing Share Option Scheme.

## 5. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of Medi-Clinic

- have considered all statements of fact and opinion in this Circular;
- collectively and individually accept full responsibility for the accuracy of the information given;
- certify that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement false or misleading; and
- have made all reasonable enquiries in this regard.

## 6. CONSENTS

The sponsor and attorneys to Medi-Clinic have provided their written consents to act in the capacity stated and to their names being used in this Circular and have not withdrawn their consents prior to the publication of this Circular.

## 7. GENERAL MEETING

Notice convening the General Meeting to approve the adoption of the Incentive Scheme and the resolutions ancillary thereto, is attached to this Circular. The General Meeting will be held at Medi-Clinic Offices, Strand Road, Stellenbosch on Wednesday, 22 March 2006 commencing at 09:00.

## 8. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection during normal business hours at the registered office of Medi-Clinic, from the date of this Circular up to and including the date of the General Meeting:

- a signed copy of this Circular;
- the Memorandum and Articles of Association of Medi-Clinic;
- the Incentive Scheme document; and
- the written consents of the sponsor and the attorneys to Medi-Clinic as set out in paragraph 6 of this Circular.

For and on behalf of  
**MEDI-CLINIC CORPORATION LIMITED**

**J G Swiegers**  
Duly authorised

6 March 2006  
Stellenbosch



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### **NOTICE OF GENERAL MEETING OF MEDI-CLINIC ORDINARY SHAREHOLDERS**

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**NOTICE IS HEREBY GIVEN THAT** a General Meeting of Medi-Clinic Shareholders will be held at 09:00 on Wednesday, 22 March 2006 at Medi-Clinic Offices, Strand Road, Stellenbosch to consider and, if deemed fit, pass, with or without modification, the following ordinary resolutions:

#### **ORDINARY RESOLUTION NUMBER ONE**

"Resolved, as an ordinary resolution, that the Company approves and adopts the Medi-Clinic Management Incentive Scheme, the salient features of which are summarised in the circular to shareholders of which this notice of general meeting forms part, and that the directors be authorised to issue new ordinary shares in the capital of the Company, or to cause subsidiaries of the Company to dispose of ordinary shares in the capital of the Company held by them, as may from time to time be required for purposes of the implementation of such scheme."

#### **ORDINARY RESOLUTION NUMBER TWO**

"Resolved, as an ordinary resolution, that any director or the secretary of the Company, for the time being, be and is hereby authorised, on behalf of the Company, to do or cause all such things to be done and to sign all documentation as may be necessary to give effect to the resolution referred to above."

#### **VOTING AND PROXIES**

If you hold your Medi-Clinic Shares in certificated form or if you have dematerialised your Medi-Clinic Shares with "own name" registration, you may attend, speak and vote at the General Meeting in person. Alternatively, if you do not wish to attend the General Meeting, but wish to be represented thereat, you may appoint one or more proxies (who need not be members of the Company) to attend, speak and vote on your behalf at the General Meeting by completing the attached form of proxy for the General Meeting (*green*) in accordance with the instructions it contains and returning it to the Company's Transfer Secretaries, Computershare Investor Services 2004 (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) by no later than 09:00 on Friday, 17 March 2006.

In you have dematerialised your Medi-Clinic Shares and have not elected "own name" registration and you wish to attend the General Meeting, you must instruct your CSDP or broker to issue you with the necessary authority to attend, or if you do not wish to attend the General Meeting, you

should provide your CSDP or broker with your voting instructions in accordance with the mandate between you and your CSDP or broker so that your votes may be represented at the General Meeting. If your CSDP or broker does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in the custody agreement concluded between you and your CSDP or broker. You must not complete the attached form of proxy (*green*).

*By order of the Board*

**G C Hattingh**  
Company Secretary

6 March 2006  
Stellenbosch



## Medi-Clinic Corporation Limited

(Incorporated in the Republic of South Africa)

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### FORM OF PROXY – GENERAL MEETING

**Only for use by Medi-Clinic Shareholders who hold their Medi-Clinic Shares in certificated form or who have dematerialised their Medi-Clinic Shares with "own name" registration.**

**All other dematerialised Medi-Clinic Shareholders must contact their CSDP or broker to make the relevant arrangements concerning voting and/or attendance at the General Meeting.**

This form is only for use by Medi-Clinic Shareholders who hold their Medi-Clinic Shares in certificated form or who have dematerialised their Medi-Clinic Shares with "own name" registration at the General Meeting of the Company to be held at 09:00 on Wednesday, 22 March 2006 at Medi-Clinic Offices, Strand Road, Stellenbosch ("the General Meeting").

*If you have dematerialised your Medi-Clinic Shares with a CSDP or broker and such shares are not recorded in the sub-register of Medi-Clinic in your own name, you must arrange with your CSDP or broker to provide you with the necessary authorisation to attend the General Meeting or you must instruct them as to how you wish to have your votes represented thereat. This must be done in terms of the agreement entered into between you and your CSDP or broker.*

I/We (please print) \_\_\_\_\_

of (address) (please print) \_\_\_\_\_

being a member of Medi-Clinic and the holder/s of  Ordinary Medi-Clinic Shares hereby appoint:

1. \_\_\_\_\_ or failing him/her,

2. \_\_\_\_\_ or failing him/her,

3. the chairperson of the General Meeting,

as my/our proxy to attend, speak and to vote on a show of hands or on a poll for me/us and on my/our behalf at the General Meeting and at any adjournment thereof in the following manner:

	Insert the number of votes exercisable (one vote per share)		
	For	Against	Abstain
Ordinary resolution number one – regarding the adoption and approval of the Medi-Clinic Management Incentive Scheme			
Ordinary resolution number two – regarding the authority to implement the ordinary resolution number one			

Unless otherwise instructed, my/our proxy may vote or abstain from voting as he/she thinks fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2006

Signature \_\_\_\_\_

Assisted by me (where applicable) \_\_\_\_\_

(State capacity and full name)

**A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy or two alternative proxies of his/her choice to attend, speak and vote in his/her stead. A proxy need not be a member of the Company.**

**Every person present and entitled to vote at the General Meeting as a member or as a proxy or as a representative of a body corporate shall, on a show of hands, have one vote only, irrespective of the number of shares such person holds or represents, but in the event of a poll, a member or his/her proxy or his/her representative shall be entitled to that proportion of the total votes in the Company which the aggregate amount of the nominal value of the Medi-Clinic Shares held or represented by him/her/it bears to the aggregate amount of the nominal value of all the Medi-Clinic Shares issued by the Company.**

**Please read the notes on the reverse hereof.**

**Notes:**

1. Any alteration or correction must be initialled by the authorised signatory/ies.
2. You may insert the name of a proxy or the names of two alternative proxies of your choice in the blank space(s) provided for that purpose, with or without deleting “the chairperson of the General Meeting”, but you must initial any such deletion. The person whose name stands first on the form of proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of the proxy whose names follow.
3. Where there are joint holders of Medi-Clinic Shares -
  - any one of such joint holders may sign this form of proxy; and
  - any one of such joint holders may vote in person or by proxy or representative in respect of such shares as if such holder was solely entitled thereto, but if more than one of such joint holders be present in person or by proxy or representative at the General Meeting, that one of such joint holders whose name stands first in the register of Medi-Clinic in respect of such shares, or the proxy or representative of such person, as the case may be, will alone be entitled to vote in respect thereof.
4. The completion and lodging of this form of proxy will not preclude the relevant Medi-Clinic Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so.
5. A Medi-Clinic Shareholder’s voting instructions to the proxy must be indicated by the insertion of the number of shares held by the Medi-Clinic Shareholder, and therefore the number of votes exercisable by him/her/it, in the appropriate spaces provided. However, if a Medi-Clinic Shareholder wishes to cast his/her/its votes in respect of a lesser number of Medi-Clinic Shares held by him/her/it in the Company, the Medi-Clinic Shareholder must insert the number of Medi-Clinic Shares held in respect of which he/her/it wishes to vote. If you return this form of proxy duly signed without any specific directions, the proxy will be entitled to vote or abstain from voting as he/her/it deems fit. A Medi-Clinic Shareholder or his/her proxy is not obliged to use all the votes exercisable, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total number of votes exercisable by the Medi-Clinic Shareholder concerned or by the proxy.
6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund deceased estate, etc) must be attached to this form of proxy, unless previously recorded by the Transfer Secretaries of the Company or waived by the chairperson of the meeting.
7. Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy, unless it has previously been registered with Medi-Clinic or the Transfer Secretaries of the Company.
8. The chairperson of the meeting may accept or reject any form of proxy not completed and/or received in accordance with these notes or with the Articles of Association of the Company. Completed forms of proxy and the authority (if any) under which they are signed must be lodged with or posted to the Company’s Transfer Secretaries being Computershare Investor Services 2004 (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), to be received by no later than 09:00 on Friday, 17 March 2006.
9. A minor must be assisted by his/her parents or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Transfer Secretaries of Medi-Clinic.