

NOTICE OF ANNUAL GENERAL MEETING



MEDI-CLINIC
Private hospital group

MEDI-CLINIC CORPORATION LIMITED

Registration number: 1983/010725/06

Share Code: MDC

ISIN Code: ZAE000074142

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

Notice is hereby given that the twenty-sixth Annual General Meeting of the Company will be held at the Protea Hotel Stellenbosch, Techno Avenue, Techno Park, Stellenbosch on Thursday, 30 July 2009 at 15:00 to consider, and if approved, pass the following resolutions with or without modification:

1. CONSIDERATION OF ANNUAL FINANCIAL STATEMENTS

Ordinary Resolution Number 1

Resolved that the audited annual financial statements of the Company and the Group for the year ended 31 March 2009 be accepted.

2. REAPPOINTMENT OF AUDITORS

Ordinary Resolution Number 2

Resolved that the reappointment of PricewaterhouseCoopers Inc. as the Company's auditors is approved and to note that the individual registered auditor who will undertake the audit during the financial year ending 31 March 2010 is Mr J Loubser.

3. APPROVAL OF DIRECTORS' REMUNERATION – 2008/2009

Ordinary Resolution Number 3

Resolved that the joint remuneration of the non-executive directors in the amount of R1 793 116 for the year ended 31 March 2009 be approved.

4. APPROVAL OF DIRECTORS' REMUNERATION – 2009/2010

Ordinary Resolution Number 4

Resolved that the following fees be approved as the basis for calculating the remuneration of the non-executive directors for the year ending 31 March 2010 with only 50% of the respective fee per meeting being payable in the case of non-attendance of a meeting:

Meeting	Fee per meeting for the year ended 31 March 2009	Proposed fee per meeting for the year ending 31 March 2010
Board	R22 020	R23 890
Chairperson: Audit and Risk Committee	R23 482	R25 480
Member: Audit and Risk Committee	R17 616	R19 115
Chairperson: Human Resources Committee	R17 612	R19 115
Member: Human Resources Committee	R13 212	R14 335
Chairperson: Investment Sub-committee	R23 482	R25 480
Member: Investment Sub-committee	R17 616	R19 115

5. RATIFICATION OF CO-OPTION OF DIRECTORS

Ordinary Resolution Number 5

Resolved that the co-option of Dr M K Makaba and Ms Z P Manase on 16 September 2008 and Dr T O Wiesinger on 5 November 2008 as directors of the Company is ratified.

A brief CV of Dr Makaba, Ms Manase and Dr Wiesinger appears on pages 8 and 9 of the annual report.

6. ELECTION OF DIRECTORS

Ordinary Resolution Number 6

6.1 Resolved that Dr M K Makaba who retires in terms of clause 30.10 of the Company's Articles of Association and who, being eligible, offers himself for re-election be hereby re-elected as a director of the Company;

6.2 Resolved that Ms Z P Manase who retires in terms of clause 30.10 of the Company's Articles of Association and who, being eligible, offers herself for re-election be hereby re-elected as a director of the Company;

6.3 Resolved that Mr D P Meintjes who retires in terms of clause 30.1 of the Company's Articles of Association and who, being eligible, offers himself for re-election be hereby re-elected as a director of the Company;

6.4 Resolved that Mr K H S Pretorius who retires in terms of clause 30.1 of the Company's Articles of Association and who, being eligible, offers himself for re-election be hereby re-elected as a director of the Company;

6.5 Resolved that Dr M A Ramphela who retires in terms of clause 30.1 of the Company's Articles of Association and who, being eligible, offers herself for re-election be hereby re-elected as a director of the Company;

6.6 Resolved that Prof W L Van der Merwe who retires in terms of clause 30.1 of the Company's Articles of Association and who, being eligible, offers himself for re-election be hereby re-elected as a director of the Company;

6.7 Resolved that Dr T O Wiesinger who retires in terms of clause 30.10 of the Company's Articles of Association and who, being eligible, offers himself for re-election be hereby re-elected as a director of the Company;

A brief CV of each of the directors mentioned above appears from page 8 to 9 of the annual report.

7. AUTHORITY TO PLACE SHARES UNDER CONTROL OF THE DIRECTORS

Ordinary Resolution Number 7

Resolved that the unissued ordinary shares in the authorised share capital of the Company be hereby placed under the control of the directors of the Company as a general authority in terms of section 221(2) of the Companies Act (Act 61 of 1973), as amended ("the Companies Act"), who are hereby authorised to allot and issue any such shares upon such terms and conditions as the directors of the Company in their sole discretion may deem fit, subject to the aggregate number of ordinary shares available for allotment and issue in terms of this resolution being limited to 10% of the number of ordinary shares in issue at 31 March 2009, and further subject to the provisions of the Companies Act, the Articles of Association of the Company and the JSE Limited ("JSE") Listings Requirements ("the JSE Listings Requirements").

8. AUTHORITY TO ISSUE SHARES FOR CASH

Ordinary Resolution Number 8

Resolved that, subject to Ordinary Resolution Number 7, the directors of the Company be and are hereby authorised by way of a general authority, to issue any such number of ordinary shares from the authorised, but unissued shares in the share capital of the Company for cash, as and when the directors in their sole discretion may deem fit, subject to the Companies Act, the Articles of Association of the Company, the JSE Listings Requirements, when applicable, and the following limitations, namely that –

- 8.1 the equity securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- 8.2 any such issue will only be made to public shareholders as defined in the JSE Listings Requirements and not to related parties;
- 8.3 the number of equity securities which are the subject of the issue for cash may not in the aggregate in any one financial year exceed 10% of the Company's relevant number of equity securities in issue of that class. The number of securities which may be issued shall be based on the number of securities of that class in issue added to those that may be issued in future arising from the conversion of options/convertible securities, at the date of such application:
 - less any securities of the class issued, or to be issued in future arising from options/convertible securities issued, during the current financial year; and
 - plus any securities of that class to be issued pursuant to a rights issue which has been announced, is irrevocable and is fully underwritten or pursuant to an acquisition, the final terms of which has been announced, as though they were securities in issue at the date of application;

- 8.4 for purposes of determining the number of securities which may be issued in any one year, account must be taken of the dilution effect in the year of issue of options/convertible securities, by including the number of any equity securities which may be issued in future arising out of the issue of such options/convertible securities;
- 8.5 the equity shares which are the subject of the issue for cash of a particular class, will be aggregated with any securities that are compulsorily convertible into securities of that class, and, in the case of the issue of compulsorily convertible securities, aggregated with the securities of that class into which they are compulsorily convertible;
- 8.6 this authority is valid until the Company's next Annual General Meeting, provided that it shall not extend beyond 15 months from the date that this authority is given;
- 8.7 a paid press announcement giving full details, including the impact on the net asset value and earnings per share, will be published at the time of any issue representing, on a cumulative basis within one financial year, 5% or more of the number of shares in issue prior to the issue; and
- 8.8 in determining the price at which an issue of shares may be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price on the JSE of those shares over the 30 business days prior to the date that the price of the issue is determined or agreed to between the directors of the Company and the party subscribing for the securities. The JSE should be consulted for a ruling if the applicant's securities have not traded in such 30 business day period.

This Ordinary Resolution Number 8 is required, under the JSE Listings Requirements, to be passed by achieving a 75% majority of the votes cast in favour of such resolution by all shareholders present or represented by proxy and entitled to vote, at the Annual General Meeting.

9. AMENDMENTS TO MEDI-CLINIC MANAGEMENT INCENTIVE SCHEME

Ordinary Resolution Number 9

Resolved that the following amendments to the Medi-Clinic Management Incentive Scheme ("the Incentive Scheme") document adopted on 22 March 2006 be and is hereby approved in terms of the provisions of the recently amended Schedule 14 of the Listings Requirements of the JSE Limited ("the Listings Requirements"):

- 9.1 Inserting the following new definitions in clause 1:

""EBITDA"	Medi-Clinic and its relevant subsidiaries' consolidated earnings before interest, tax, depreciation and amortisation;
"targeted EBITDA"	target EBITDAs determined by the Board for the relevant period for purposes of the Incentive Scheme; and"

- 9.2 Inserting the following new clause 3.3 after the existing clause 3.2:

“3.3 Basis upon which Bonuses will be awarded

Bonuses will be awarded to senior management employees based on the factors set out in the second unnumbered paragraph of clause 3.4. A member of the Board shall recuse him- or herself from any deliberations by the Board relating to the awarding of a Bonus to him or her.”

- 9.3 Deleting the wording of the second unnumbered paragraph of clause 3.4 (the old clause 3.3) and substituting it with the following wording:

“The Rules shall provide that the Bonus payable to a Participant in terms of the Incentive Scheme is to be calculated by taking into account the Participant’s annual remuneration, his/her job grade and the achievement of the applicable targeted EBITDA over the relevant period.”

- 9.4 Inserting the following new clause 3.5 after the clause 3.4 (the old clause 3.3):

“3.5 Mergers, takeovers and corporate action

The discretion to award a Bonus will be exercised by the Board at the end of the relevant period, after which the Bonus becomes payable to a Participant, and accordingly any merger, takeover or corporate action relating to the Company during that period will not affect a Bonus, but will be factors that the Board will take into account in the exercise of its discretion in awarding a Bonus, and determining the cash component and share component of a Bonus.”

- 9.5 Deleting the wording of clause 3.6 (the old clause 3.4) and substituting it with the following wording:

“3.6 Consequences of termination of employment

A refund as specified below, will be applied if a Participant leaves the service of Medi-Clinic within 3 years following the payout of a Bonus for any reason other than the following:

- Normal retirement;
- Approved early retirement;
- Approved early retirement due to medical disability;
- Obligatory early retirement;
- Retrenchment initiated by the Company; and
- Death.

The refund to be applied, should a Participant leave the service of Medi-Clinic for any other reason than stated above, is to be calculated by multiplying the number of shares purchased for the Participant during the 3 years immediately prior to leaving the service of Medi-Clinic by the market price of the Medi-Clinic Shares on the final day of service. In the event of a sub-division or consolidation of the Medi-Clinic Shares, the Board shall make appropriate adjustments to the aforementioned refund with reference to the number of Medi-Clinic Shares which would have been purchased by the Participant had such sub-division or consolidation occurred prior to the purchase of the relevant Medi-Clinic Shares by the Participant.”

- 9.6 Deleting the wording of the second unnumbered paragraph of clause 3.8 (the old clause 3.6) and substituting it with the following wording:

“Medi-Clinic’s issued share capital currently comprises 593 013 946 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 59 301 394 Medi-Clinic Shares, or such other number as may be approved by shareholders in general meeting. In the event of a sub-division or consolidation of the Medi-Clinic Shares, the Board shall make such adjustments to the aforementioned maximum threshold, as to ensure that such maximum threshold after such sub-division or consolidation represents the same percentage of the Medi-Clinic Shares in Medi-Clinic as it represented before such sub-division or consolidation.”

- 9.7 Deleting the wording of the third unnumbered paragraph of clause 3.8 (the old clause 3.6) and substituting it with the following wording:

“The maximum number of Medi-Clinic Shares which may be made available to an individual Participant in terms of the Scheme is 5 930 139, or such other number as may be approved by shareholders in general meeting. In the event of a capitalisation issue, special dividend, rights issue or reduction of Medi-Clinic’s capital, the Board shall make such adjustment to the aforementioned individual threshold, as to ensure that such individual threshold after such capitalisation issue, special dividend, rights issue or reduction of capital represents the same percentage of the Medi-Clinic Shares in Medi-Clinic as it represented before such capitalisation issue, special dividend, rights issue or reduction of capital.”

In terms of the Listings Requirements, 75% (seventy-five percent) of the votes cast by shareholders present or represented by proxy at the Annual General Meeting, excluding all the votes attaching to all shares owned or controlled by persons who are existing participants in the Incentive Scheme which have been acquired in terms of the Incentive Scheme, must be cast in favour of this Ordinary Resolution Number 9 for it to be approved.

This Ordinary Resolution Number 9 is required to enable the Company to consolidate amendments made to Schedule 14 of the Listings Requirements relating to share option/incentive schemes and the interpretation thereof, to change the basis upon which bonuses will be payable to participants, to deal with the impact of a merger, takeover or corporate action on a bonus, to increase the maximum aggregate number of new shares in the Company and treasury shares which may be made available to participants in terms of the Incentive Scheme, albeit that such maximum number still represents 10% of the total number of issued shares in the Company, and to increase the maximum number of shares in the Company which may be made available to an individual participant in terms of the Incentive Scheme, albeit that such maximum number still represents 10% of the aforementioned maximum aggregate number of shares which may be made available to participants in terms of the Incentive Scheme.

The amended Incentive Scheme document will be available for inspection by the shareholders of the Company at the Company's principal place of business and at the address of the transfer secretaries of the Company in Johannesburg from the date of this notice to the date of the Annual General Meeting.

10. AUTHORITY TO REPURCHASE SHARES

Special Resolution Number 1

Resolved that, as a general authority contemplated in sections 85(2) and 85(3) of the Companies Act, the acquisition/s by the Company and/or any subsidiary of the Company, from time to time of the issued ordinary shares of the Company, upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine are hereby authorised, but subject to the Articles of Association of the Company, the provisions of the Companies Act and the JSE Listings Requirements, when applicable, and provided that:

- 10.1 this authority shall only be valid until the Company's next Annual General Meeting, provided that it shall not extend beyond 15 months from the date this resolution is passed;
- 10.2 any repurchase of securities will be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counter party (reported trades are prohibited);
- 10.3 the Company will only appoint one agent to effect any repurchase(s) on its behalf;
- 10.4 any acquisitions by the Company and/or any subsidiary of the Company of ordinary shares in the aggregate in any one financial year shall be limited to a maximum of 20% of the Company's issued ordinary share capital as at the beginning of the financial year, provided that the acquisition of shares as treasury stock by a subsidiary of the Company shall not exceed 10% of the number of issued shares in the Company;

- 10.5 in determining the price at which the Company's ordinary shares are acquired by the Company and/or any subsidiary of the Company in terms of this authority, the maximum premium at which such ordinary shares may be acquired will be 10% of the weighted average of the market price at which such ordinary shares are traded on the JSE, as determined over the 5 trading days immediately preceding the date of the repurchase of such ordinary shares by the Company and/or any subsidiary of the Company;
- 10.6 the Company and/or any subsidiary of the Company may not repurchase securities during a prohibited period, as defined in the JSE Listings Requirements, unless the Company has a repurchase programme in place where the dates and quantities of securities to be traded during the relevant period are fixed and not subject to any variation and full details of the programme have been disclosed in an announcement over SENS (the Securities Exchange News Service) prior to the commencement of the prohibited period;
- 10.7 after any repurchase of securities the Company will continue to comply with the JSE Listings Requirements concerning shareholder spread requirements; and
- 10.8 a press announcement will be published giving such details as may be required in terms of the JSE Listings Requirements as soon as the Company and/or any subsidiary has cumulatively repurchased 3% of the number of shares in issue at the date of the passing this resolution, and for each 3% in aggregate of the initial number of shares in issue acquired thereafter.

The Board has no immediate intention to use this authority to repurchase Company shares. However, the Board is of the opinion that this authority should be in place should it become appropriate to undertake a share repurchase in the future. The Board undertakes that they will not implement the proposed authority to repurchase shares, unless the directors are of the opinion that:

- 10.9 the Company and the Group will be able in the ordinary course of business to pay its debts for a period of 12 months after the date of the general repurchase;
- 10.10 the assets of the Company and the Group, fairly valued in accordance with International Financial Reporting Standards, will be in excess of the liabilities of the Company and the Group for a period of 12 months after the date of the general repurchase;
- 10.11 the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of the general repurchase; and
- 10.12 the working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of the general repurchase.

The Company will ensure that its Sponsor has confirmed the adequacy of the Company's working capital in writing to the JSE in terms of the JSE Listings Requirements, prior to entering the market to proceed with a repurchase.

Please refer to the additional disclosure of information contained in this notice, which disclosure is required in terms of the JSE Listings Requirements.

Reason for and Effect of Special Resolution Number 1

The reason for and the effect of the special resolution is to grant the Company's directors a general authority, up to and including the date of the following Annual General Meeting of the Company, to approve the Company's purchase of shares in itself, or of shares in its holding Company, or to permit a subsidiary of the Company to purchase shares in the Company.

II. TO TRANSACT ANY OTHER BUSINESS THAT MAY BE TRANSACTED AT AN ANNUAL GENERAL MEETING.

ADDITIONAL DISCLOSURE OF INFORMATION

Further to Special Resolution Number 1, the JSE Listings Requirements require the disclosure of the following information, some of which appears elsewhere in the annual report of which this notice forms part as set out below:

- **Directors and management**
See pages 8 to 9 of the annual report.
- **Major shareholders of the Company**
See page 127 of the annual report.
- **Material changes**
There are no material changes to report on.
- **Directors' interests in securities**
See page 128 of the annual report.
- **Share capital of the Company**
See page 100 of the annual report.
- **Litigation statement**
In terms of section 11.26 of the JSE Listings Requirements, the directors, whose names appear on pages 8 to 9 of the annual report, are not aware of any legal or arbitration proceedings, including proceedings that are pending or threatened, that may have or have had in the recent past, being at least the previous 12 months, a material effect on the Group's financial position.
- **Directors' responsibility statement**
The directors, whose names appear on pages 8 to 9 of the annual report, collectively and individually accept full responsibility for the accuracy of the information pertaining

to Special Resolution Number 1 and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that Special Resolution Number 1 contains all information required by law and the JSE Listings Requirements.

VOTING AND ATTENDANCE AT THE ANNUAL GENERAL MEETING

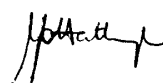
Shareholders who have not dematerialised their shares or who have dematerialised their shares with "own" name registration are entitled to attend and vote at the meeting. Any such shareholder is entitled to appoint a proxy or proxies to attend, speak and vote in their stead. The person so appointed need not be a shareholder of the Company. Proxy forms must be forwarded to reach the Company's transfer secretaries, Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg, 2001 or posted to the transfer secretaries at P O Box 61051, Marshalltown, 2107, South Africa, so as to be received by them by not later than 15:00 on Tuesday, 28 July 2009. Proxy forms must only be completed by shareholders who have not dematerialised their shares or who have dematerialised their shares and registered them in their own name.

On a show of hands, every shareholder of the Company present in person or represented by proxy shall have one vote only. On a poll, every shareholder of the Company shall have one vote for every share held in the Company by such shareholder.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own" name registration, should contact their Central Securities Depository Participant ("CSDP") or broker in the manner and time stipulated in their agreement, in order to furnish them with their voting instructions and to obtain the necessary authority to do so, in the event that they wish to attend the Annual General Meeting.

Equity securities held by a share trust or scheme will not have their votes at general/annual meetings taken into account for the purposes of resolutions proposed in terms of the JSE Listings Requirements.

By order of the Board of Directors.



GC HATTINGH
Company Secretary

STELLENBOSCH
30 June 2009

DIRECTIONS TO PROTEA HOTEL

R310 – BADEN POWELL OFF THE N2

Take Annandale RIGHT turn-off across the Total Service Station. At the end of Annandale road, turn left onto the R44. Continue on the R44. Turn left into TECHNO PARK at the 2nd set of traffic lights. Continue 1 km up the road, PROTEA HOTEL STELLENBOSCH is situated on top of the hill, on the left-hand side.

N2 – or AIRPORT

Follow the N2 towards Somerset West. Take the R44 turn-off at Somerset West, and turn left. Continue on the R44. Turn left into TECHNO PARK at the 4th set of traffic lights. Continue 1 km up the road, PROTEA HOTEL STELLENBOSCH is situated on top of the hill, on the left-hand side.

NI from Cape Town

Take the Stellenbosch and Klipheuwel turn-off to your left. At the T-junction turn right onto the R304. Continue on the R304 into Stellenbosch. Turn right onto the R44. Continue on the R44 and turn right at the 9th traffic light into TECHNO PARK. Continue 1 km up the road, PROTEA HOTEL STELLENBOSCH is situated on top of the hill, on the left-hand side.

