

30 August 2022

*If you are in any doubt as regards the contents of this letter, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor or other independent adviser: (i) authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom; (ii) duly authorised under the South African Financial Advisory and Intermediary Services Act 37 of 2002 (as amended), if you are in South Africa; or (iii) from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom or South Africa. If you have sold or otherwise transferred all of your ordinary shares in Mediclinic International plc, please send this letter at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of ordinary shares in Mediclinic International plc, you should retain this letter and consult the bank, stockbroker or other agent through whom the sale was effected. However, this letter should not be forwarded or transmitted, in whole or in part, into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of that jurisdiction.*

*The release, publication or distribution of this letter and any accompanying documents (in whole or in part) in or into or from jurisdictions other than the United Kingdom, South Africa or Namibia may be restricted by the laws of those jurisdictions and therefore persons into whose possession this letter comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. Further details in relation to overseas shareholders of Mediclinic International plc are set out in the Scheme Document (as defined below).*

To: Mediclinic International plc ("**Mediclinic**") shareholders

**Notification of publication of important documentation in relation to the recommended cash acquisition of Mediclinic by Manta Bidco Limited ("**Bidco**") (a newly formed company owned by joint offerors: (i) Remgro Limited ("**Remgro**") (through the Relevant Remgro Subsidiaries); and (ii) SAS Shipping Agencies Services S.à r.l. ("**SAS**"), a wholly owned subsidiary of MSC Mediterranean Shipping Company SA)**

On 4 August 2022, the boards of directors of Mediclinic (excluding the Remgro representative), Remgro and SAS announced that they had agreed the terms and conditions of a recommended cash offer pursuant to which Bidco proposes to acquire the entire issued and to be issued share capital of Mediclinic (the "**Acquisition**"), other than the 328,497,888 Mediclinic Shares already owned by the Relevant Remgro Subsidiaries. The Acquisition is intended to be effected by means of a Court-sanctioned scheme of arrangement (the "**Scheme**") under Part 26 of the Companies Act 2006 (the "**UK Companies Act**"). The next step in the process is for Mediclinic Shareholders and Scheme Shareholders to vote on the Acquisition.

Please find enclosed a hard copy of the scheme document published today, which contains further details of the Acquisition, the Scheme, an explanatory statement in compliance with section 897 of the UK Companies Act and notices of the shareholder meetings (the “**Scheme Document**”). The Scheme Document is also available to view at, and can be downloaded from, Mediclinic’s website at <https://investor.mediclinic.com/regulatory-news/offer-mediclinic-international-plc>. For the avoidance of doubt, the content of Mediclinic’s website is not incorporated into, and does not form part of, this letter.

Please read the Scheme Document carefully.

Please note that this letter is not a summary of the information and proposals set out in the Scheme Document and should not be regarded as a substitute for reading the Scheme Document in full. You should read the Scheme Document in full before making a decision. Any capitalised terms not otherwise defined in this letter shall have the meaning given to them in the Scheme Document.

### ***What do you need to do?***

In order to become effective, the Scheme requires approval of shareholders at two meetings – the Court Meeting and the General Meeting – both of which will be held at The Auditorium, UBS Investment Bank, 5 Broadgate, London, EC2M 2QS on 26 September 2022. The Court Meeting will start at 1:00 p.m. (SAST) and the General Meeting at 1:15 p.m. (SAST) (or as soon thereafter as the Court Meeting has concluded or been adjourned).

### ***Submitting your vote***

As an Underlying SA or Namibian Shareholder whose entitlement to Mediclinic Shares is held in uncertificated form through the Strate system without “own name” registration, please contact the CSDP or Broker holding the Mediclinic Shares on your behalf to provide your voting instructions. Voting instructions should be submitted to the relevant CSDP or Broker in the manner, and within the time period, required by the CSDP or Broker or as stipulated by the terms of the custody agreement entered into between you and your CSDP or Broker. If your CSDP or Broker does not obtain voting instructions from you, or, if requested to do so, provide you with letters of representation, your CSDP or Broker will be obliged to act in accordance with the instructions contained in the custody agreement between you and your CSDP or Broker.

Underlying SA or Namibian Shareholders without “own name” registration who wish to provide voting instructions in respect of the Court Meeting and/or the General Meeting should ensure that such instructions are provided via the relevant CSDP or Broker in sufficient time to enable Forms of Proxy to be completed by the relevant Scheme Shareholder or Mediclinic Shareholder that is the registered holder of the Mediclinic Shares concerned and for the registered Scheme Shareholder or Mediclinic Shareholder to submit such Forms of Proxy in advance of the relevant deadlines set out in this Document. It is therefore recommended that voting instructions are provided to the relevant CSDP or Broker by no later than 4:00 p.m. (SAST) on Wednesday 21 September 2022 for the Court Meeting and 4:15 p.m. (SAST) on Wednesday 21 September 2022 for the General Meeting or such earlier time and date stipulated in the custody agreement entered into between the relevant Underlying SA or Namibian Shareholder and the CSDP or Broker, or as otherwise advised or required by the CSDP or Broker.

It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of opinion of Scheme Shareholders. Whether or not you intend to attend and/or vote at the Meetings, you are therefore strongly advised to submit your voting instructions for the Court Meeting and the General Meeting as soon as possible.

If you wish to attend, speak and vote, or to send a proxy to represent you at the Court Meeting or General Meeting, you must, in accordance with the custody agreement between you and your CSDP or Broker, advise your CSDP or Broker. Your CSDP or Broker should then issue the necessary letter of representation to you for you or your proxy to attend, speak and vote at the Court Meeting and/or the General Meeting (as the case may be).

ETHICS LINES AND EMAIL

EMAIL  
[mediclinic@tip-offs.com](mailto:mediclinic@tip-offs.com)

SOUTH AFRICA  
TOLL-FREE 0800 005 316

NAMIBIA  
TOLL-FREE 0800 003 313  
081 91847 (MTC NETWORKS)

HIRSLANDEN  
TOLL-FREE 0800 005 316

MEDICLINIC MIDDLE EAST  
TOLL-FREE 800 155000

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

## **Questions you may have**

If you have any questions about the Scheme Document, the Court Meeting or the General Meeting or have any other queries in relation to your shareholding, please call Mediclinic's South African Registrar between 8:00 a.m. and 4:30 p.m. (SAST) Monday to Friday (excluding public holidays in South Africa) on 011 370 5000 from South Africa or +27 (0)11 370 5000 from outside South Africa. Calls from outside South Africa will be charged at the applicable international rate. Please note that calls may be monitored or recorded, and Computershare cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.

You may request a hard copy of the information incorporated into the Scheme Document by reference to another source using the same details.

Underlying SA or Namibian Shareholders holding Mediclinic Shares in uncertificated form through the Strate system without "own name" registration and who have any questions may initially also wish to contact their respective CSDPs or Brokers holding Mediclinic Shares on their behalf, and the South African Registrar may re-direct Underlying SA or Namibian Shareholders to their respective CSDPs or Brokers in respect of certain questions.

Thank you for taking the time to read through this letter and the Scheme Document, and thank you in advance for voting at the Meetings.

Yours faithfully,



Dame Inga Beale  
Chair  
Mediclinic International plc

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

### **Addresses may be provided to Bidco**

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from Mediclinic may be provided to Bidco during the offer period as required under Section 4 of Appendix 4 of the City Code on Takeovers and Mergers (the "Code").

### **Disclosure requirements of the Code**

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

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

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

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

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

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

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