

Mediclinic Intl plc - Form 8 (OPD) - Mediclinic International plc

June 23, 2022

RNS Number : 9876P
Mediclinic International plc
23 June 2022

Mediclinic International plc
(Incorporated in England and Wales)
Company Number: 08338604
LSE Share Code: MDC
JSE Share Code: MEI
NSX Share Code: MEP
ISIN: GB00B8HX8Z88
LEI: 2138002S5BSBIZTD5I60
(‘Mediclinic’, or the ‘Company’, or the ‘Group’)

23 June 2022

FORM 8 (OPD)

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER
Rules 8.1 and 8.2 of the Takeover Code (the "Code")**

1. KEY INFORMATION

(a) Full name of discloser:	Mediclinic International plc
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Mediclinic International plc
(d) Is the discloser the offeror or the offeree?	OFFEREE
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	22 June 2022
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state</i>	N/A

"N/A"	
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2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates

Class of relevant security:				
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	0	0	0	0
(2) Cash-settled derivatives:	0	0	0	0
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	0	0	0	0
TOTAL:	0	0	0	0

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) Rights to subscribe for new securities

Class of relevant security in relation to which subscription right exists:	NONE
Details, including nature of the rights concerned and relevant percentages:	NONE

3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:
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(a) Ordinary shares held by the directors of Mediclinic International plc, their close relatives and related trusts

Name	Number of ordinary shares	Percentage of total issued share capital (excluding share options) ¹
Danie Meintjes	123,900	0.0168%
Carel Aron van der Merwe	66,406 ²	0.009%
Petrus Jurgens Myburgh	97,300 ³	0.0132%
Thomas Singer	20,000	0.0027%

(1) Total number of ordinary shares of Mediclinic International plc is 737,243,810 as of 9 June 2022. The percentages have been rounded to the four nearest decimal places.

(2) Carel Aron van der Merwe owns 61,630 and Persons Closely Associated ("PCA") with Carel Aron van der Merwe own 4,776 ordinary shares.

(3) Petrus Jurgens Myburgh owns 94,500 ordinary shares and a PCA of Petrus Jurgens Myburgh owns 2,800 ordinary shares.

(b) Options and awards granted under Mediclinic International plc's share plans held by the directors of Mediclinic International plc, their close relatives and related trusts

Short-Term Incentive Plan

Name	Number of ordinary shares	Date of grant	Release date	Exercise price (per share)
Carel Aron van der Merwe	20,391	20/11/2020	21/11/2022	Nil
	122,614	04/06/2021	05/06/2023	Nil
Petrus Jurgens Myburgh	13,383	20/11/2020	21/11/2022	Nil
	80,655	04/06/2021	05/06/2023	Nil

Long-Term Incentive Plan - subject to performance conditions

Name	Maximum number of ordinary shares awarded	Date of grant	Vesting date	Lapse date	Exercise price (per share)
Carel Aron van der Merwe	390,661	14/12/2020	13/12/2025	14/12/2023	Nil
	356,181	04/06/2021	03/06/2026	04/06/2024	Nil

Petrus	216,411	14/12/2020	13/12/2025	14/12/2023	Nil
Jurgens Myburgh	190,569	04/06/2021	03/06/2026	04/06/2024	Nil

Long-Term Incentive Plan - not subject to performance conditions¹

Name	Number of ordinary shares	Date of grant	Vesting date	Exercise price (per share)
Carel Aron van der Merwe	45,185	19/06/2019	18/06/2024	Nil
Petrus Jurgens Myburgh	24,981	19/06/2019	18/06/2024	Nil

(1) On 19 May 2022, the Remuneration Committee approved the vesting of the Long-Term Incentive Plan Awards granted to Carel Aron van der Merwe and Petrus Jurgens Myburgh at 12.1% of maximum based on the achievement against performance targets, equating to 48,185 and 24,981 shares, respectively. These awards will be cash settled (as permitted under the remuneration policy in place at the time and indicated in the Company's annual report for the financial year ended 31 March 2019), as soon as practicable after vesting on 18 June 2024.

(c) Interests held by persons deemed to be acting in concert with Mediclinic International plc

(i) Ordinary shares

Name	Number of ordinary shares	Percentage of total issued share capital (excluding share options)
Mr Ahmed Ali	11,074	0.0015%

(ii) Options and awards granted under Mediclinic International plc's share plans

Long-Term Incentive Plan - subject to performance conditions

Name	Maximum number of ordinary shares awarded	Date of grant	Vesting date	Lapse date	Exercise price (per share)
Mr Ahmed Ali	18,049	14/12/2020	13/12/2023	14/12/2023	Nil
	13,840	04/06/2021	03/06/2024	04/06/2024	Nil

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

<p>Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:</p> <p><i>Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"</i></p>
<p>None</p>

(b) Agreements, arrangements or understandings relating to options or derivatives

<p>Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:</p> <p>(i) the voting rights of any relevant securities under any option; or</p> <p>(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:</p> <p><i>If there are no such agreements, arrangements or understandings, state "none"</i></p>
<p>None</p>

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	No
Supplemental Form 8 (SBL)	No

Date of disclosure:	23 June 2022
Contact name:	Link Company Matters Limited Corporate Company Secretary to Mediclinic International plc

	<p>For the attention of: Caroline Emmet - Senior Manager Kathy Cong - Managing Director</p>
<p>Telephone number:</p>	<p>Caroline Emmet M +44 (0) 7808 011 503 E caroline.emmet@linkgroup.co.uk</p> <p>Kathy Cong: M +44 (0) 7395 877343 E kathy.cong@linkgroup.co.uk</p>

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.

The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.

About Mediclinic International plc

Mediclinic is a diversified international private healthcare services group, established in South Africa in 1983, with divisions in Switzerland, Southern Africa (South Africa and Namibia) and the Middle East.

The Group's core purpose is to enhance the quality of life.

Its vision is to be the partner of choice that people trust for all their healthcare needs.

Mediclinic is focused on providing specialist-orientated, multi-disciplinary services across the continuum of care in such a way that the Group will be regarded as the most respected and trusted provider of healthcare services by patients, medical practitioners, funders and regulators of healthcare in each of its markets.

At 31 March 2022, Mediclinic comprised 74 hospitals, five subacute hospitals, two mental health facilities, 20 day case clinics and 20 outpatient clinics. The Swiss operations included 17 hospitals and four day case clinics with around 1 900 inpatient beds; Southern Africa operations included 50 hospitals (three of which in Namibia), five subacute hospitals, two mental health facilities and 14 day case clinics (four of which operated by Intercare) across South Africa, and around 8 650 inpatient beds; and the Middle East operated seven hospitals, two day case clinics and 20 outpatient clinics with around 1 000 inpatient beds in the UAE. In addition, under management contract the Middle East will open a 200-bed hospital in the Kingdom of Saudi Arabia in 2023.

The Company's primary listing is on the London Stock Exchange ('LSE') in the UK, with secondary listings on the JSE in South Africa and the Namibian Stock Exchange in Namibia.

Mediclinic also holds a 29.9% interest in Spire Healthcare Group plc, a leading private healthcare group based in the UK and listed on the LSE.

For further information, please contact:

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Investor queries

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Website: www.mediclinic.com

Joint corporate brokers: 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

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