

Mediclinic International plc
(Incorporated in England and Wales)
Company Number 8338604
LSE Share Code: MDC
JSE Share Code: MEI
NSX Share Code: MEP
ISIN: GB00B8HX8Z88

17 February 2016

SECOND REDUCTION OF CAPITAL EFFECTIVE

The Board of Mediclinic International plc (formerly Al Noor Hospitals Group plc) (the “**Company**”) is pleased to announce that, on 16 February 2016, the High Court of Justice in England and Wales (the “**Court**”) made an order confirming the reduction of the Company’s share capital and share premium account (the “**Second Reduction**”). Accordingly, the tender offer (the terms and conditions of which were set out in the shareholder circular despatched and/published on 19 November 2015 in connection with the combination with Mediclinic International Limited (the “**Combination**”)) (the “**Tender Offer**”) has become unconditional.

The Second Reduction became effective today upon the Court’s order being registered by the Registrar of Companies. This enables the Company to effect the Tender Offer to shareholders in connection with the Combination. The Combination completed on 15 February 2016 and the results of the Tender Offer and a revised expected timetable of events in relation to the implementation of the Combination and the Tender Offer is set out in the completion announcement issued by the Company dated 15 February 2016.

Total Voting Rights

In accordance with Disclosure and Transparency Rule 5.6.1R, as a result of the cancellation of ordinary shares (tendered under the Tender Offer) pursuant to the Second Reduction of Capital, as at the date of this announcement the issued share capital and voting rights of the Company are as follows:

Class of shares in issue	Ordinary shares of 10p each ¹
Number of ordinary shares in issue	737,243,810
Number of ordinary shares held in Treasury	None
Total nominal value of issued ordinary shares	GBP 73,724,381
Total Voting Rights	737,243,810

¹ The Company has an additional 10 subscriber shares of 10 pence each in issue. None of the subscriber shares have carried or carry any voting rights (unless a resolution is to be proposed which varies, modifies, alters or abrogates any of the rights attaching to them) or are admitted to trading on any stock exchange.

The above total voting rights figure (737,243,810) may be used by shareholders as the denominator for the calculations by which they will determine whether they are required to notify their interests in, or a change to their interest in, the Company under the FCA's Disclosure and Transparency Rules.

Post Tender Offer Remgro Holding

As set out in the circular sent to shareholders of the Company on 19 November 2015 (the "**Circular**"), Remgro Limited ("**Remgro**") is presumed to be acting in concert with certain persons (together with Remgro, the "**Remgro Presumed Concert Party**") for the purposes of the City Code on Takeovers and Mergers (the "**City Code**"). Pursuant to the approval by the shareholders of the Company at the general meeting held on 15 December 2015, the UK Takeover Panel has granted a 'whitewash' to the requirement for Remgro or its presumed concert parties to make an offer for the Company under Rule 9 of the City Code as a result of its acquisition of ordinary shares in the Company pursuant to the Combination and its related subscription for ordinary shares in the Company. As set out in the Circular, the Company is obliged to announce the Remgro Concert Party's total holding of issued ordinary share capital of the Company following completion of the Tender Offer and the Second Reduction (the "**Post Tender Offer Remgro Holding**"). Based on the information provided by Remgro to the Company, the Company therefore announces that the Post Tender Offer Remgro Holding is 339,873,742 ordinary shares, representing 46.10% of the issued ordinary share capital of the Company. Of this amount, 328,497,888 ordinary shares are held by Remgro or its subsidiaries, 3,754,855 ordinary shares are held by Dr Edwin Hertzog, Chairman of the Company and director of Remgro, and 7,620,999 ordinary shares represent the holdings notified to Remgro by those entities with which Remgro is presumed to be acting in concert under the City Code but which are not controlled by Remgro and which have been notified based on the latest information practically available to those entities as at 16 February 2016.

A copy of this announcement will be available, subject to certain restrictions relating to persons resident in restricted jurisdictions, at www.mediclinic.com. The content of this website is not incorporated into and does not form part of this announcement.

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JSE sponsor: RAND MERCHANT BANK (A division of FirstRand Bank Limited)

NSX Sponsor: Simonis Storm Securities (Pty) Limited

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