

Notice is hereby given that the twenty-fifth annual general meeting of the Company will be held at Medi-Clinic Offices, Strand Road, Stellenbosch on Wednesday, 30 July 2008 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 2008 be accepted.

2. APPOINTMENT 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 for the financial year ending 31 March 2009 is Mr J Loubser.

3. APPROVAL OF DIRECTORS' REMUNERATION

Ordinary Resolution Number 3

Resolved that the joint remuneration of the non-executive directors in the amount of R1 454 360 for the year ended 31 March 2008 be approved.

4. RATIFICATION OF CO-OPTION OF DIRECTORS

Ordinary Resolution Number 4

Resolved that the co-option of Dr R H Bider and Mr J C Cohen on 1 February 2008 and Mr D K Smith on 31 March 2008 as directors of the Company is ratified.

A brief CV of Dr Bider and Messrs Cohen and Smith appears on pages 8 and 9 of the annual report.

5. ELECTION OF DIRECTORS

Ordinary Resolution Number 5

- 5.1 Resolved that Dr R H Bider 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;
- 5.2 Resolved that Mr J C Cohen 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;

- 5.3 Resolved that Mr D K Smith 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;
- 5.4 Resolved that Mr L J Alberts 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;
- 5.5 Resolved that Dr V E Msibi 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;
- 5.6 Resolved that Mr A A Raath 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;
- 5.7 Resolved that Mr J G Swiegers 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;
- 5.8 Resolved that Mr M H Visser 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.

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

6. AUTHORITY TO PLACE SHARES UNDER CONTROL OF THE DIRECTORS

Ordinary Resolution Number 6

Resolved that the unissued ordinary shares in the authorised share capital of the Company be hereby placed under the control of the directors 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 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 2008, 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").

Notice of annual general meeting (continued)

7. AUTHORITY TO ISSUE SHARES FOR CASH

Ordinary Resolution Number 7

Resolved that, subject to Ordinary Resolution Number 6, 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 –

- 7.1 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;
- 7.2 any such issue will only be made to public shareholders as defined in the JSE Listings Requirements and not to related parties;
- 7.3 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;
- 7.4 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;
- 7.5 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;
- 7.6 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;

- 7.7 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
- 7.8 in determining the price at which an issue of shares may be made in terms of this authority post the listing of the Company, 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 by the directors of the Company.

This Ordinary Resolution Number 7 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 members present or represented by proxy and entitled to vote, at the annual general meeting.

8. 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:

- 8.1 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;
- 8.2 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);
- 8.3 the Company will only appoint one agent to effect any repurchase(s) on its behalf;
- 8.4 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;

notice of annual general meeting

- 8.5 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;
- 8.6 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;
- 8.7 after any repurchase of securities the Company will continue to comply with the JSE Listings Requirements concerning shareholder spread requirements; and
- 8.8 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 undertake that they will not implement the proposed authority to repurchase shares, unless the directors are of the opinion that:

- 8.9 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;
- 8.10 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;
- 8.11 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

- 8.12 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.

9. 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 129 of the annual report.
- Material changes
As reported in the Group's unaudited interim group results for the six months ended 30 September 2007, Medi-Clinic acquired 100% of Hirslanden, the holding company of the largest private hospital group in Switzerland, at an enterprise value of CHF3 364 million, effective on 26 October 2007. The transaction has transformed the Group into a truly international business. The financial effects of this transaction are reflected in the annual financial statements in the annual report.

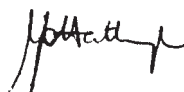
Notice of annual general meeting (continued)

- Directors' interests in securities
See page 130 of the annual report.
- Share capital of the Company
See page 107 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.

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

Members who have dematerialised their shares, other than those members 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.

By order of the Board of Directors.



GC HATTINGH
Company Secretary

STELLENBOSCH
4 July 2008

VOTING AND ATTENDANCE AT THE ANNUAL GENERAL MEETING

Members 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 member is entitled to appoint a proxy or proxies to attend, speak and vote in their stead. The person so appointed need not be a member 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 PO Box 61051, Marshalltown, 2107, South Africa, so as to be received by them by not later than 15:00 on **Monday, 28 July 2008**. Proxy forms must only be completed by members who have not dematerialised their shares or who have dematerialised their shares and registered them in their own name.



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")

proxy form

THIS PROXY FORM IS ONLY FOR USE BY:

- REGISTERED MEMBERS WHO HAVE NOT YET DEMATERIALIZED THEIR SHARES IN THE COMPANY; AND
- REGISTERED MEMBERS WHO HAVE ALREADY DEMATERIALIZED SHARES IN THE COMPANY AND ARE REGISTERED IN THEIR OWN NAMES IN THE COMPANY'S SUB-REGISTER*.

For use by registered members of the Company at the twenty-fifth annual general meeting of the Company to be held on Wednesday, 30 July 2008 at 15h00 at Medi-Clinic Offices, Strand Road, Stellenbosch ("the annual general meeting").

I/We (please print) _____ (name)

of _____ (address)

being the holder of _____ ordinary shares in the Company, hereby appoint (see instruction 1 overleaf):

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the chairman of the annual general meeting,

as my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the annual general meeting of the Company to be held on the 30th day of July 2008 or at any adjournment thereof, as follows (see note 2 and instruction 2 overleaf):

| | | Insert the number of votes exercisable (one vote per share) | | |
|-----------------------------|--|--|---------|---------|
| | | For | Against | Abstain |
| Ordinary Resolutions | | | | |
| 1. | Consideration of annual financial statements | | | |
| 2. | Appointment of auditors | | | |
| 3. | Approval of directors' remuneration | | | |
| 4. | Ratification of co-option of directors | | | |
| 4.1 | R H Bider | | | |
| 4.2 | J C Cohen | | | |
| 4.3 | D K Smith | | | |
| 5. | Election of directors: | | | |
| 5.1 | R H Bider | | | |
| 5.2 | J C Cohen | | | |
| 5.3 | D K Smith | | | |
| 5.4 | L J Alberts | | | |
| 5.5 | V E Msibi | | | |
| 5.6 | A A Raath | | | |
| 5.7 | J G Swiegers | | | |
| 5.8 | M H Visser | | | |
| 6. | Authority to place shares under control of the directors | | | |
| 7. | Authority to issue shares for cash | | | |
| Special Resolution | | | | |
| 8. | Authority to repurchase shares | | | |

Signed at _____ on _____ 2008.

Signature/s _____

Assisted by me (where applicable) _____

Please read the notes and instructions overleaf.

* See explanatory note 3 overleaf.

Proxy form (continued)

Notes:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the Company.
2. Every member present in person or by proxy and entitled to vote at the annual general meeting of the Company shall, on a show of hands, have one vote only, irrespective of the number of shares such member holds, but in the event of a poll, every ordinary share in the Company shall have one vote.
3. Members who have dematerialised their shares in the Company and are registered in their own names are members who appointed Computershare Custodial Services as their Central Securities Depository Participant (CSDP) with the express instruction that their uncertificated shares are to be registered in the electronic sub-register of members in their own names.

Instructions on signing and lodging of the proxy form:

1. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space/s provided overleaf, with or without deleting "the chairman of the annual general meeting", but any such deletion must be initialled by the member. Should this space be left blank, the chairman of the annual general meeting will exercise the proxy. The person whose name appears first on the proxy form and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A member's voting instructions to the proxy must be indicated by the insertion of the number of votes exercisable by that member in the appropriate spaces provided overleaf. Failure to do so shall be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting, as he/she thinks fit in respect of all the member's exercisable votes. A member or his/her proxy is not obliged to use all the votes exercisable by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the member or by his/her proxy.
3. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
4. To be valid the completed proxy forms must be lodged with the transfer secretaries of the Company, Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg, 2001, South Africa or posted to the transfer secretaries at PO Box 61051, Marshalltown, 2107, South Africa, to be received by them not later than **Monday, 28 July 2008** at 15h00 (South African time).
5. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the transfer secretaries or waived by the chairman of the annual general meeting.
6. The completion and lodging of this proxy form shall not preclude the relevant member from attending the annual 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.
7. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this proxy form must be initialled by the signatory/ies.
8. The chairman of the annual general meeting may reject or accept any proxy form which is completed other than in accordance with these instructions provided that he is satisfied as to the manner in which a member wishes to vote.