

Mediclinic International Limited
(Incorporated in the Republic of South Africa)
(Registration number: 1983/010725/06)
ISIN: ZAE000074142
JSE share code: MDC
NSX share code: MCI
("Mediclinic")

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RESULTS OF THE SCHEME MEETING

Mediclinic shareholders are referred to the announcements released on the Stock Exchange News Service ("**SENS**") on 14 October 2015 and 17 November 2015 (the "**Announcements**") regarding the proposed combination of the businesses of Mediclinic and Al Noor Hospitals Group plc ("**Al Noor**") (the "**Combination**"). To effect the Combination, Al Noor will acquire all of the shares in Mediclinic pursuant to a scheme of arrangement of Mediclinic under section 114 of the South African Companies Act No. 71 of 2008 (the "**Companies Act**") (the "**Scheme**").

Mediclinic shareholders are advised that, at the Scheme Meeting held today, Tuesday, 15 December 2015, all the necessary resolutions were passed by the requisite majority of shareholders.

Danie Meintjes, CEO commenting on the vote said,

"We would like to thank our shareholders for their strong support of our growth strategy. Completion is expected on 8 February 2016 following which the enlarged group will be known as Mediclinic International plc and listed on the London Stock Exchange, with a secondary listing on the JSE.

Mediclinic and Al Noor recognise the strong strategic merit in becoming one group. A group that provides an excellent strategic fit with our mutual operations in the UAE, and creates a leading international private healthcare operator with a well-balanced geographic profile in Southern Africa, Switzerland and the UAE, with exposure to the UK market through a minority interest in Spire."

In this regard, Mediclinic confirms the voting statistics from the Scheme Meeting as follows:

	Total issued shares eligible to vote at the Scheme Meeting	Number of shares voted at the Scheme Meeting	Shares voted disclosed as a % of total shares eligible to vote	Shares abstained disclosed as a % of total shares eligible to vote	Votes carried disclosed as a % in relation to the total issued shares voted at the Scheme Meeting	
					For	Against
Special resolution 1: Scheme approval in terms of sections 114	979 068 436	783 311 014	80.01%	0.07%	100.00%	0.00%

and 115 of the Companies Act						
Special resolution 2: Asset transfer approval in terms of sections 112 and 115 of the Companies Act	979 068 436	782 838 751	79.96%	0.12%	100.00%	0.00%
Special resolution 3: Financial assistance approval	979 068 436	782 838 740	79.96%	0.12%	99.42%	0.58%
Special resolution 4: Revocation of special resolution 1, special resolution 2 and special resolution 3	979 068 436	782 552 014	79.93%	0.15%	100.00%	0.00%
Ordinary resolution 1: Secondary listing of Al Noor on the JSE	979 068 436	783 321 014	80.01%	0.07%	100.00%	0.00%
Ordinary resolution 2: Directors' authority	979 068 436	783 311 014	80.01%	0.07%	100.00%	0.00%

The remaining salient dates and times pertaining to the expected completion of the Combination are set out in the table below:

2015	
Last day on which Mediclinic shareholders can require Mediclinic to seek Court approval in terms of section 115(3)(a) of the Companies Act	Wednesday, 23 December
Last day on which Mediclinic shareholders can apply to Court for leave to review the Scheme or the Assets Transfer in terms of section 115(3)(b) of the Companies Act	Thursday, 31 December
Last day for Mediclinic to give notice of adoption of the resolution approving the Scheme to Mediclinic shareholders objecting to the Scheme Resolution (or the adoption of the resolution approving the Assets Transfer to Mediclinic Shareholders objecting to the Assets Transfer Resolution) in terms of section 164(4)	Thursday, 31 December

The following times and dates are indicative only and will depend, among other things, on the date on which the conditions precedent to the Scheme are satisfied (or, where applicable, waived):

2016	
If no Mediclinic Shareholders exercise their rights in terms of section 115(3)(a) of the Companies Act:	
Compliance certificate expected from the Panel	Friday, 22 January
Finalisation date expected to be	Friday, 22 January
Finalisation announcement expected to be released on SENS	Friday, 22 January
Finalisation announcement expected to be published in South African and Namibian press	Monday, 25 January
Application for the delisting of the Mediclinic Shares lodged with the JSE and the NSX	Monday, 25 January
Last day to trade Mediclinic Shares on the JSE and the NSX in order to participate in the Scheme	Friday, 29 January
Suspension of listing from the Main Board of the JSE and NSX of Mediclinic Shares at	Monday, 1 February

commencement of trading	
Listing and trading of New Al Noor Shares on the JSE	Monday, 1 February
Last date for Mediclinic Shareholders to make their elections in respect of the Repurchase Option or the Exchange Option, by 12h00 on	Friday, 5 February
Scheme Record Date, being the time and date on which Scheme Participants must be recorded in the Register to participate in the Scheme and to receive the New Al Noor Shares, 17h00 on	Friday, 5 February
Expected Operative Date of the Scheme	Monday, 8 February
Dematerialised Scheme Participants expected to have their accounts (held at their CSDP or Broker) credited with the New Al Noor Shares	Monday, 8 February
Certificates in respect of New Al Noor Shares posted to Certificated Scheme Participants who have surrendered their Documents of Title and have elected on or prior to 12h00 on the Scheme Record Date to receive their New Al Noor shares in Certificated Form	Monday, 8 February
Termination of listing of Mediclinic Shares from the Main Board of the JSE and the NSX at the commencement of trading	Tuesday, 9 February

Notes:

- 1 All dates and times may be changed by mutual agreement between Mediclinic and Al Noor and/or may be subject to the obtaining of certain regulatory approvals. Any change to the abovementioned timetable will be published on SENS.*
- 2 All dates and times have been determined on the basis that no Court approval or review of the Assets Transfer Resolution or the Scheme Resolution will be required. Any change to the abovementioned timetable will be published on SENS.*
- 3 As the dates and times are subject to change, they may not be regarded as consent or dispensation for any time periods which may be required in terms of the Companies Act or the Takeover Regulations, where applicable, and any such consents or dispensations must be specifically applied for and granted.*
- 4 All times given are local times in South Africa.*
- 5 Mediclinic Shares may not be dematerialised or rematerialised after Friday, 29 January 2016 (or such later date as Mediclinic may announce if the dates and times above are changed).*
- 6 Capitalised terms used in the table above bear the meanings ascribed to them in the Scheme Circular issued to Mediclinic Shareholders on 17 November 2015.*

Stellenbosch

15 December 2015

Mediclinic Offices, Strand Road, Stellenbosch 7600, South Africa
 PO Box 456, Stellenbosch 7599, South Africa
 Tel: +27 (0)21 809 6500
 Fax: +27 (0)21 886 4037
 Ethics Line: 0800 005 316
 Website: www.mediclinic.com

Joint Financial Adviser and JSE Sponsor to Mediclinic

RAND MERCHANT BANK (A division of FirstRand Bank Limited)

Joint Financial Adviser to Mediclinic

Morgan Stanley & Co. International plc

South African legal adviser to Mediclinic

Cliffe Dekker Hofmeyr Inc

English Legal Adviser to Mediclinic

Slaughter and May

NSX Sponsor to Mediclinic

Simonis Storm Securities (Pty) Limited

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Important legal notice

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom and South Africa may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or South Africa should inform themselves about, and observe, any applicable requirements. In particular, the ability of persons who are not resident in the United Kingdom or South Africa to vote their Mediclinic Shares with respect to the Mediclinic Scheme at the general meeting of Mediclinic, or to execute and deliver forms of proxy appointing another to vote at that meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. This announcement has been prepared for the purpose of complying with law and regulation in the United Kingdom and South Africa and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions other than the United Kingdom and South Africa. Unless otherwise determined by Al Noor and Mediclinic, or required and permitted by applicable law and regulation, the Combination will not be made available, directly or indirectly, in, into or from any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Combination is sent or made available to Mediclinic shareholders in that jurisdiction (a "Restricted Jurisdiction") and no person may vote in favour of the Combination by any such use, means, instrumentality or form within a Restricted Jurisdiction. Accordingly, copies of this announcement and any formal documentation relating to the Combination are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from any Restricted Jurisdiction.

The availability of New Al Noor Shares under the Combination to Mediclinic shareholders who are not resident in the United Kingdom or South Africa may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom or South Africa, or who hold Mediclinic shares as nominee, custodian or otherwise on behalf of persons not resident in the United Kingdom or South Africa, should inform themselves of, and observe, any applicable legal or regulatory requirements. Further details in relation to Mediclinic shareholders in overseas jurisdictions are set out in the Scheme Circular.

Additional US information

These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The New Al Noor Shares that may be received in the Combination have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state

or other jurisdiction in the United States, and may only be offered or sold in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 802.

The business combination referred to in this announcement is to be made for the securities of Mediclinic, a South African company, by means of the Combination. Information distributed in connection with the Combination is subject to disclosure requirements of the United Kingdom and South Africa that are different from those of the United States. Financial information disclosed in connection with the Combination that has been prepared in accordance with IFRS may not be comparable to the financial statements and financial information of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under US federal securities laws, since Al Noor is located in the United Kingdom, and some of its officers and directors are residents of countries outside the United States. You may not be able to sue a UK company or its officers or directors in an English court for violations of US securities laws. It may be difficult to compel a UK company and its affiliates to subject themselves to a US court's judgement.

You should be aware that Al Noor may purchase securities otherwise than under the Combination, such as in open market or privately negotiated purchases.

The New Al Noor Shares have not been and will not be listed on a US securities exchange or quoted on any interdealer quotation system in the United States. Al Noor does not intend to take any action to facilitate a market in the New Al Noor Shares in the United States. Consequently, it is unlikely that an active trading market in the United States will develop for the New Al Noor Shares.

The New Al Noor Shares have not been approved or disapproved by the United States Securities and Exchange Commission, any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed comment upon, or endorsed the merit of, the Scheme or the accuracy or the adequacy of this announcement or the Scheme Circular. Any representation to the contrary is a criminal offence in the United States.

Mediclinic shareholders who are affiliates of Al Noor after the Combination will be subject to timing, manner of sale and volume restrictions on the sale of New Al Noor Shares received pursuant to the Combination under Rule 144 under the Securities Act. For the purposes of the Securities Act, an "affiliate" of a company is any person that directly or indirectly controls, or is controlled by, or is under common control with, the company. Holders of Mediclinic Shares that constitute "restricted securities" for purposes of Rule 144 under the Securities Act will receive New Al Noor Shares that also constitute restricted securities and will not be permitted to offer or resell in the United States the New Al Noor Shares they receive without registering that offer or sale under the Securities Act or conducting that offer or resale in reliance on an exemption from registration. The Securities Act would not generally restrict sale of New Al Noor Shares on the London Stock Exchange, provided that the sale had not been pre-arranged with a buyer in the United States. Shareholders who believe they may be affiliates for the purposes of the Securities Act should consult their own legal advisers.