

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
South African income tax number: 9432434182

26 September 2022

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FOR IMMEDIATE RELEASE

RECOMMENDED CASH ACQUISITION

of

Mediclinic International plc

by

Manta Bidco Limited

(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)

to be effected by means of a Scheme of Arrangement under Part 26 of the Companies Act 2006

RESULTS OF COURT MEETING AND GENERAL MEETING

Mediclinic International plc (“**Mediclinic**”) announces that at the Court Meeting and General Meeting held earlier today in connection with the recommended cash offer by Manta Bidco Limited (“**Bidco**”) (a newly formed company owned by: (i) Remgro Limited (through the Relevant Remgro Subsidiaries); and (ii) SAS Shipping Agencies Services S.à r.l., a wholly owned subsidiary of MSC Mediterranean Shipping Company SA), pursuant to which Bidco will acquire the entire issued and to be issued share capital of Mediclinic, other than the 328,497,888 Mediclinic Shares already owned by the Relevant Remgro Subsidiaries (the “**Acquisition**”), to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the “**Scheme**”):

- (A) the requisite majority of Scheme Shareholders voted to approve the Scheme at the Court Meeting; and
- (B) the requisite majority of Mediclinic Shareholders voted to pass the Special Resolution to implement the Scheme, including the amendment to Mediclinic’s articles of association, at the General Meeting.

Details of the resolutions passed are set out in the notices of the Court Meeting and General Meeting contained in the scheme document published on 30 August 2022 in relation to the Acquisition (the “Scheme Document”).

Capitalised terms used in this announcement (the “Announcement”) shall, unless otherwise defined herein or the context otherwise requires, have the same meanings as set out in the Scheme Document. All references to times in this Announcement are to London, United Kingdom times unless otherwise stated.

Voting results of the Court Meeting

The table below sets out the results of the poll at the Court Meeting. Each Scheme Shareholder, present in person or by proxy, was entitled to one vote per Scheme Share held at the Voting Record Time. The Restricted Shares and the Excluded Shares were not Scheme Shares so were not voted at the Court Meeting.

Results of Court Meeting	No. of Scheme Shares voted	% of Scheme Shares voted*	No. of Scheme Shareholders who voted**	% of no. of Scheme Shareholders who voted* **	No. of Scheme Shares voted as a % of the Scheme Shares eligible to be voted at the Court Meeting*
For	238,949,742	95.73%	34	94.44	58.45
Against	10,666,444	4.27%	6	16.66	2.61

* Rounded to two decimal places

**Where a Scheme Shareholder has cast some of their votes “for” and some of their votes “against” the resolution, such Scheme Shareholder has been counted as having voted both “for” and “against” the resolution for the purposes of determining the number of Scheme Shareholders who voted as set out in this column. This also results in the percentages in the fifth column of the above table being, in total, over 100%.

Voting results of the General Meeting

The table below sets out the results of the poll at the General Meeting. Each Mediclinic Shareholder, present in person or by proxy, was entitled to one vote per Mediclinic Share held at the Voting Record Time.

The total number of Mediclinic Shares in issue at the Voting Record Time was 737,243,810. Mediclinic does not hold any shares in treasury. Consequently, the total number of voting rights in Mediclinic at the Voting Record Time was 737,243,810. The total number of Mediclinic Shares voted was 581,604,790, representing 78.89% of the Mediclinic Shares in issue at the Voting Record Time.

Special Resolution	For**		Against		Total	Withheld***
	No. of votes	% of votes*	No. of votes	% of votes*	No. of votes	No. of votes
Approval of the implementation of the Scheme including amendments to the Articles of Association.	570,958,942	98.17%	10,645,848	1.83%	581,604,790	109,536

* Rounded to two decimal places.

** Includes discretionary votes.

*** A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' the Special Resolutions.

A copy of the Special Resolution passed at the General Meeting will be submitted today to the National Storage Mechanism and will be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Effective Date and Timetable

The outcome of today's Court Meeting and General Meeting means that Conditions 2.1 and 2.2 (as set out in Part A of Part III of the Scheme Document) have been satisfied.

The Scheme remains subject to the satisfaction or (where applicable) waiver of the remaining Conditions set out in the Scheme Document, including sanction by the Court at the Court Hearing, subject to which the Scheme is currently expected to become effective in the first quarter of 2023.

The expected timetable of principal events for the implementation of the Scheme remains as set out on pages 17 to 19 of the Scheme Document and is also set out below. The dates are indicative only and are subject to change. The following dates and times associated with the Scheme are subject to change and will depend on, among other things, the date on which the Conditions to the Scheme are satisfied or, if capable of waiver, waived, and the date on which the Court sanctions the Scheme. Mediclinic will give adequate notice of all of these dates and times, when known, by issuing an announcement through a Regulatory Information Service and corresponding publication on SENS, with such announcement being made available on Mediclinic's website at <https://investor.mediclinic.com/regulatory-news/offer-mediclinic-international-plc>. Further updates and changes to these times will be notified in the same way. See also Note (1).

1. Principal events in the UK

Event

Time and/or date⁽¹⁾

Latest time and date for transfers between the UK Register and the South African Register

D – 2 Business Days

Scheme Court Hearing	a date no later than 21 days after the satisfaction (or, if applicable, waiver) of the Conditions (other than Condition 2.3) and in any event prior to the Longstop Date (" D ")
Last date of dealings in, and for registration of transfers of, Mediclinic Shares	D
Disablement of CREST in respect of Mediclinic Shares	6.00 p.m. on D
Scheme Record Time	6.00 p.m. on D
Suspension of listing and dealings in Mediclinic Shares	by 7.30 a.m. on D + 1 UK Business Day
Effective Date of the Scheme	D + 1 UK Business Day⁽²⁾
Cancellation of listing of Mediclinic Shares	7.30 a.m. on D + 2 UK Business Days
Latest date for despatch of cheques/settlement through CREST/electronic payment	14 days after the Effective Date
Longstop Date	Friday 30 June 2023 ⁽³⁾

2. Principal events in South Africa and Namibia

Event	Time and/or date⁽¹⁾
Update announcement of expected timetable	D – 8 SA Business Days
Latest time and date for transfers between the South African Register and the UK Register	D – 2 Business Days
Scheme Court Hearing	D
Finalisation Announcement (including Currency Exchange Announcement)	D ⁽⁴⁾
Last date to trade on the JSE and NSX	D
Effective Date of the Scheme	D + 1 UK Business Day⁽²⁾
Suspension of Mediclinic Shares on the JSE and the NSX	D + 1 SA Business Day

SA Record Date	D + 3 SA Business Days
Last date to credit accounts with the Consideration through the Strate system (or in the case of Certificated SA Shareholders, by electronic funds transfer into their Rand bank accounts)	14 days after the Effective Date
Termination of listing of Mediclinic Shares on the JSE and NSX	The date on which accounts are credited with the Consideration + 1 SA Business Day ⁽⁵⁾
Longstop Date	Friday 30 June 2023 ⁽³⁾

- (1) *The dates and times given are indicative only and are based on current expectations and are subject to change (including as a result of changes to the regulatory timetable).*

References to times are to London, United Kingdom time unless otherwise stated. If any of the times and/or dates above change, the revised times and/or dates will be notified to Mediclinic Shareholders by announcement through a Regulatory Information Service and corresponding publication on SENS.

Participants in the Mediclinic Share Plans will be contacted separately to inform them of the effect of the Scheme on their rights under the Mediclinic Share Plans, including dates and times relevant to them.

- (2) *Bidco expects that, subject to the satisfaction (or, where applicable, waiver) of the Conditions in Part III (Conditions to the Implementation of the Scheme and to the Acquisition) of the Scheme Document, the Acquisition will become Effective during the first quarter of 2023.*

- (3) *This is the latest date by which the Scheme may become Effective. However, the Longstop Date may be extended to such later date as may be agreed by Mediclinic and Bidco (with the Panel's consent and as the Court may approve (if such consent and/or approval is required)) or if the Panel requires an extension to the Longstop Date pending final determination of an issue under section 3(g) of Appendix 7 of the Takeover Code.*

- (4) *In accordance with the Corporate Actions timelines as prescribed in terms of the JSE Listings Requirements, D will occur on any day other than a Friday.*

- (5) *It is intended that upon the Scheme becoming Effective, subject to the approval of the Executive Committee of the JSE, the JSE will initiate the termination of the secondary listing of Mediclinic Shares on the Main Board of the JSE, in terms of paragraphs 1.12 and 1.13 of the JSE Listings Requirements, to take effect following the Effective Date, on the basis that Mediclinic will no longer comply with the public spread provisions pursuant to paragraph 4.28(e) of the JSE Listings Requirements. The delisting of Mediclinic Shares on the NSX will occur simultaneously with the termination of the listing and trading of such shares from the JSE. Mediclinic Shareholders are advised that with respect to delisting the Mediclinic Shares from the JSE, approval from FinSurv must be obtained. In this regard, an application has been submitted to FinSurv on behalf of Mediclinic.*

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Linklaters LLP and Webber Wentzel are retained as legal advisers to Remgro and the Consortium. Freshfields Bruckhaus Deringer LLP and Bowmans are retained as legal advisers to MSC. Slaughter and May and Cliffe Dekker Hofmeyr Incorporated are retained as legal advisers to Mediclinic.

Important notice

This Announcement is for information purposes only and is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise.

The Acquisition shall be made solely by means of the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the offer document) which, together with the Forms of Proxy, contains the full terms and Conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any vote in respect of the Scheme or any decision in respect of, or other response to, the Acquisition should be made only on the basis of the information in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the Takeover Offer document).

This Announcement has been prepared for the purpose of complying with English law and the Takeover Code 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 outside England.

This Announcement does not constitute a prospectus or prospectus-equivalent document.

Disclaimers

Nomura, which is authorised by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively as financial adviser to Bidco and no one else in connection with the Acquisition and Nomura, its affiliates and its respective officers, employees, agents, representatives and/or associates will not regard any other person as their client, nor will they be responsible to anyone other than Bidco for providing the protections afforded to clients of Nomura nor for providing advice in connection with the Acquisition or any matter or arrangement referred to herein.

M&M Capital, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively as financial adviser to Bidco and no one else in connection with the Acquisition and is not, and will not be, responsible to anyone other than Bidco for providing the protections afforded to clients of M&M Capital or for providing advice in connection with the subject matter of the Acquisition or any matter or arrangement referred to herein.

Centerview, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively as financial adviser to Remgro and no one else in connection with the Acquisition and will not be responsible to anyone other than Remgro for providing the protections afforded to clients of Centerview nor for providing advice in connection with the Acquisition or any matter or arrangement referred to herein. Neither Centerview nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Centerview in connection with the Acquisition, any statement contained herein or otherwise.

Credit Suisse, which is authorised by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively as financial adviser to MSC and no one else in connection with the Acquisition and will not be responsible to anyone other than MSC for providing the protections afforded to clients of Credit Suisse, nor for providing advice in relation to the content of this Announcement or any matter referred to herein. Neither Credit Suisse nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Credit Suisse in connection with the Acquisition, any statement contained herein or otherwise.

Morgan Stanley, which is authorised by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively as financial adviser to Mediclinic and no one else in connection with the Acquisition and Morgan Stanley, its affiliates and its respective officers, employees, agents, representatives and/or associates will not regard any other person as their client, nor will they be responsible to anyone other than Mediclinic for providing the protections afforded to clients of Morgan Stanley nor for providing advice in connection with the Acquisition or any matter or arrangement referred to herein.

UBS is authorised and regulated by the Financial Market Supervisory Authority in Switzerland. It is authorised by the Prudential Regulation Authority and subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority in the United Kingdom. UBS is acting as financial adviser and corporate broker to Mediclinic and no one else in connection with the matters set out in this Announcement. In connection with such matters, UBS, its affiliates, and

its or their respective directors, officers, employees and agents will not regard any other person as its client, nor will it be responsible to any other person for providing the protections afforded to its clients or for providing advice in relation to the contents of this Announcement or any other matter referred to herein.

Standard Bank, which is regulated by the Prudential Authority of the South African Reserve Bank and is an Authorised Financial Services Provider and Credit Provider, is acting exclusively as South African financial adviser and JSE transaction sponsor to Mediclinic and no one else in connection with the Acquisition and Standard Bank, its affiliates and its respective officers, employees, agents, representatives and/or associates will not regard any other person as their client, nor will they be responsible to anyone other than Mediclinic for providing the protections afforded to clients of Standard Bank nor for providing advice in connection with the Acquisition or any matter or arrangement referred to herein.

No person has been authorised to give any information or make any representations other than those contained in this Announcement and, if given or made, such information or representations must not be relied upon as having been authorised by Mediclinic, the Mediclinic Directors, Bidco, the Bidco Directors, Remgro, the Remgro Directors, SAS, the SAS Responsible Persons or by Morgan Stanley, UBS, Standard Bank, Nomura, M&M Capital, Centerview, Credit Suisse or any other person involved in the Acquisition. Neither the delivery of the Scheme Document nor holding the Meetings, the Scheme Court Hearing, or filing the Court Order shall, under any circumstances, create any implication that there has been no change in the affairs of the Mediclinic Group or the Bidco Group since the date of the Scheme Document or that the information in, or incorporated into, the Scheme Document is correct as at any time subsequent to its date.

Overseas Shareholders

This Announcement has been prepared for the purposes of complying with English law, the Takeover Code, the Market Abuse Regulation, the Disclosure Guidance and Transparency Rules, the Listing Rules, the Financial Markets Act and the Corporate Actions timelines as prescribed in terms of the JSE Listings Requirements, 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 outside England or South Africa.

The availability of the Acquisition to Mediclinic Shareholders who are not resident in and citizens of the United Kingdom, South Africa or Namibia may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the United Kingdom, South Africa or Namibia should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. In particular, the ability of persons who are not resident in the United Kingdom, South Africa or Namibia to vote their Scheme Shares with respect to the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Scheme by any such use, means, or instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Copies of this Announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded,

distributed or sent in or 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 it in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition. If the Acquisition is implemented (with the consent of the Panel and subject to and in accordance with the terms of the Co-operation Agreement) by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

The Acquisition shall be subject to, among other things, the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange, the FCA, the JSE and the NSX.

The information contained in this Announcement constitutes factual information as contemplated in section 1(3)(a) of the FAIS Act and should not be construed as express or implied advice, a recommendation, guide or proposal that any particular transaction in respect of the Acquisition is appropriate to the particular investment objectives, financial situations or needs of a shareholder or offeree, and nothing in this Announcement should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa. Neither Mediclinic nor Bidco are financial services providers licensed as such under the FAIS Act.

Nothing in this Announcement should be viewed, or construed, as “advice”, as that term is used in the Financial Markets Act.

Additional information for US investors

The Acquisition relates to shares in a UK company and is proposed to be effected by means of a scheme of arrangement under English law. US Mediclinic Shareholders should note that the Scheme relates to the shares of a UK company and will be governed by English law. Neither the proxy solicitation rules nor the tender offer rules under the US Exchange Act will apply to the Acquisition or the Scheme. Moreover, the Acquisition and the Scheme are subject to the disclosure requirements and practices applicable in England to schemes of arrangement, which differ from the disclosure requirements of the proxy solicitation rules and tender offer rules under the US Exchange Act.

The financial information included in this Announcement has been prepared in accordance with accounting standards applicable in the United Kingdom and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US.

However, if, in the future, Bidco were to elect (with the consent of the Panel and subject to and in accordance with the terms of the Co-operation Agreement) to implement the Acquisition by means of a Takeover Offer and determines to extend such Takeover Offer into the US, such Takeover Offer would be made in compliance with all applicable US laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder. Such a Takeover Offer would be made in the US by Bidco and no one else.

Neither the SEC nor any securities commission of any state of the US nor any other US regulatory authority has approved the Acquisition, passed upon the fairness of the Acquisition or passed upon the adequacy or accuracy of this Announcement. Any representation to the contrary is a criminal offence in the US.

In accordance with the Takeover Code and normal UK practice, and pursuant to Rule 14e-5(b) of the US Exchange Act (if applicable), (a) Bidco or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of Mediclinic outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes Effective, lapses or is otherwise withdrawn; and (b) Morgan Stanley, UBS and Standard Bank and their affiliates will continue to act as exempt principal traders in Mediclinic securities under the Takeover Code. If purchases or arrangements to purchase were to be made as contemplated by clause (a) of this paragraph, they would occur either in the open market at prevailing prices or in private transactions at negotiated prices, and comply with applicable law, including the US Exchange Act. Any information about such purchases or arrangements to purchase would be disclosed as required in the UK, would be reported to a Regulatory Information Service and would be made available on the London Stock Exchange website at www.londonstockexchange.com. Purchases contemplated by clause (b) of this paragraph that are required to be made public in the United Kingdom pursuant to the Takeover Code would be reported to a Regulatory Information Service and would be made available on the London Stock Exchange website at www.londonstockexchange.com.

The receipt of the cash Consideration by a US Mediclinic Shareholder for the transfer of its Mediclinic Shares pursuant to the Acquisition will likely be a taxable transaction for US federal income tax purposes and may also be a taxable transaction under applicable state and local tax laws in the US, as well as foreign and other tax laws. Each US Mediclinic Shareholder is urged to consult their independent professional tax adviser immediately regarding the tax consequences of the Acquisition applicable to them, including under applicable US state and local, as well as overseas and other, tax laws.

It may be difficult for US Mediclinic Shareholders to enforce their rights and any claim arising out of US federal securities laws, since Mediclinic and Bidco are each located in a non-US jurisdiction, and some or all of its officers and directors may be residents of non-US jurisdictions. US Mediclinic Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

Forward Looking Statements

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by Mediclinic, any member of the Mediclinic Group, Bidco, the Wider Bidco Group or any member of the Consortium contain statements which are, or may be deemed to be, "forward-looking statements". Such forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which Mediclinic, any member of the Mediclinic Group, Bidco, the Wider Bidco Group or any member of the Consortium shall operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements.

The forward-looking statements contained in this Announcement may relate to Mediclinic, any member of the Mediclinic Group, Bidco, or any member of the Wider Bidco Group or the Enlarged Group's future prospects, developments and business strategies, the expected timing and scope of the Acquisition and all other statements in this Announcement other than statements of historical facts. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "will look to", "would look to", "plans", "prepares", "anticipates", "expects", "is expected to", "is subject to", "budget", "scheduled", "forecasts", "synergy", "strategy", "goal", "cost-saving", "projects" "intends", "may", "will", "shall" or "should" or, in each case, their negative or other variations or other similar or comparable words and

expressions. Forward-looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Bidco, the Wider Bidco Group or Mediclinic's operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Bidco, the Wider Bidco Group or Mediclinic's business.

By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that shall occur in the future. These events and circumstances include, but are not limited to, uncertainties involved in the integration of acquisitions or new developments, changes in legislation or the regulatory regime governing healthcare in Switzerland, South Africa, Namibia and the United Arab Emirates, poor performance by healthcare practitioners who practise in the Mediclinic Group's facilities, unexpected regulatory actions or suspensions, competition in general, the Mediclinic Group's ability to obtain or maintain accreditation or approval for its facilities or service lines, changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates, future business combinations or disposals, the impact of tax and other legislation or regulations in the jurisdictions in which the Mediclinic Group operates, and any epidemic, pandemic or disease outbreak. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions prove incorrect, actual results may differ materially from those expected, estimated or projected. Such forward looking statements should therefore be construed in the light of such factors.

None of Mediclinic, any member of the Wider Mediclinic Group, Bidco, any member of the Bidco Group, or any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement shall actually occur. Given these risks and uncertainties, potential investors should not place any reliance on forward-looking statements.

Specifically, statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature involve, risks, uncertainties and contingencies. As a result, any cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. As a result, and given the fact that the changes relate to the future, the resulting cost synergies may be materially greater or less than those estimated.

The forward-looking statements speak only at the date of this Announcement. All subsequent oral or written forward-looking statements attributable to Mediclinic, Bidco or any member of the Wider Bidco Group or the Mediclinic Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.

Mediclinic, the Mediclinic Group, Bidco and the Wider Bidco Group expressly disclaim any obligation to update such statements other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

No statement in this Announcement is intended as a profit forecast, profit estimate or quantified financial benefits statement for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Mediclinic or Bidco, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Mediclinic or Bidco, as appropriate.

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. 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 UK Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th UK 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 Takeover Code, any person who is, or becomes, interested in 1 per cent. 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(s), 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 UK 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 Panel's website at 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. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Publication on a website

A copy of this Announcement and the documents required to be published pursuant to Rule 26.3 of the Takeover Code, shall be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on the websites of Mediclinic, Remgro and at <https://investor.mediclinic.com/regulatory-news/offer-mediclinic-international-plc>, <https://www.remgro.com/media-centre/disclaimer/mediclinic-offer/> and <https://www.msc.com/en/newsroom/press-releases> respectively, by no later than 12:00 p.m. (London time) on the UK Business Day following the date of publication of this Announcement. For the avoidance of doubt, the content of these websites is not incorporated into and do not form part of this Announcement.

Electronic communications

Please be aware that physical addresses, electronic addresses and certain other information provided by Mediclinic Shareholders, persons with information rights and other relevant persons for the receipt of communications from Mediclinic may be provided to Bidco and/or their respective advisers during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.

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