

# FORM OF PROXY

## 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")

**This proxy form is ONLY for use by shareholders registered on the Company's South African register:**

- who have not yet dematerialised their shares in the Company; or**
- who have already dematerialised their shares in the Company and have appointed Computershare Custodial Services as their Central Securities Depository Participant ("CSDP") and are registered in their own names in the Company's sub-register.**

**Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with own name registration, should contact their CSDP or broker in the manner and time stipulated in their agreement, in order to furnish them with their voting instructions or to obtain a letter of representation, in the event that they wish to attend the annual general meeting in person.**

Before completing this form, please read the notes overleaf.

For use by registered shareholders of the Company at the annual general meeting of the Company to be held at **15:00 BST (16:00 SAST)** on **Wednesday, 25 July 2018 at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED, United Kingdom** and at any adjournment thereof (the "**Meeting**").

I/We \_\_\_\_\_ (name)

of \_\_\_\_\_ (address)

being the holder of \_\_\_\_\_ ordinary shares in the Company, hereby appoint (see note 1 overleaf):

- \_\_\_\_\_ or failing him/her,
- \_\_\_\_\_ or failing him/her,
- the Chairman of the 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 Meeting or at any adjournment thereof, as follows (see note 2 overleaf):

		Insert an "X" or the number of votes exercisable (one vote per share)		
		For	Against	Withheld
	<b>Ordinary resolutions</b>			
1.	To receive the Company's annual financial statements and the Directors' and auditors' reports			
2.	To approve the Directors' Remuneration Report			
3.	To declare a final dividend of 4.70 pence per ordinary share			
4.	To elect Dr Ronnie van der Merwe as a director			
5.	To elect Dr Muhadditha Al Hashimi as a director			
6.	To elect Dr Felicity Harvey as a director			
7.	To re-elect Mr Jurgens Myburgh as a director			
8.	To re-elect Dr Edwin Hertzog as a director			
9.	To re-elect Mr Jannie Durand as a director			
10.	To re-elect Mr Alan Grieve as a director			
11.	To re-elect Mr Seamus Keating as a director			
12.	To re-elect Mr Trevor Petersen as a director			
13.	To re-elect Mr Desmond Smith as a director			
14.	To re-elect Mr Danie Meintjes as a director			
15.	To re-appoint PricewaterhouseCoopers LLP as the Company's auditors			
16.	To authorise the Audit and Risk Committee to determine the auditors' remuneration			
17.	To authorise the Directors to make political donations			
18.	To authorise the Directors to allot ordinary shares			
	<b>Special resolutions</b>			
19.	To authorise the Directors to disapply pre-emption rights			
20.	To authorise the Directors to disapply pre-emption rights for purposes of acquisitions or capital investments			
21.	To approve the reduction in minimum notice period for general meetings (other than annual general meetings)			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2018.

Signature/s \_\_\_\_\_

Assisted by me (where applicable) \_\_\_\_\_

# NOTES ON THE COMPLETION OF THE FORM OF PROXY

## 1. Appointment of proxy

A member is entitled to appoint a proxy of his or her own choice who need not be a shareholder to exercise all or any of his or her rights to attend, speak and vote on their behalf at the Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see overleaf). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see overleaf) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).

## 2. How to vote

Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his or her discretion as to how he or she votes or whether he or she abstains from voting:

- (a) on any resolution referred to overleaf if no instruction is given in respect of that resolution; and
- (b) on any business or resolution considered at the Meeting other than the resolutions referred to overleaf.

The vote withheld option is provided to enable you to instruct your proxy not to vote on the resolution. However it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' the resolution.

## 3. Multiple proxies

To appoint more than one proxy, photocopy this form and complete a separate proxy form for each proxy to be appointed. Please indicate in the box next to the proxy holder's name (see overleaf) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.

## 4. Corporate representation

If the member is a corporation, this form must be executed under its common seal or under the hand of an attorney or a duly authorised officer of the corporation.

## 5. Joint holders

In the case of joint holders, the signature of one will be sufficient but the names of all the joint holders should be stated. If more than one joint holder is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the register of members shall be counted.

## 6. Delivery deadline

To be valid, the instrument appointing a proxy (and where it is signed on behalf of the appointor by an attorney, the letter or power of attorney, or a duly certified copy thereof) must (failing previous registration with the Company) **be delivered to the Company's transfer secretaries to be received by them by 16:00 (SAST) on Monday, 23 July 2018** or, in the case of an adjourned Meeting, at least 48 hours before the time appointed for holding the adjourned Meeting at which the person named in the instrument proposes to vote or (in the case of a poll taken otherwise than at or on the same day as the Meeting or adjourned Meeting) for the taking of the poll at which it is to be used:

**South Africa:**  
**Computershare Investor Services (Pty) Ltd**  
**Proxies**  
**Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196**  
**PO Box 61051, Marshalltown, 2107**  
**Email: [proxy@computershare.co.za](mailto:proxy@computershare.co.za)**  
**Fax: +27 11 688 5238**

**Namibia:**  
**Transfer Secretaries (Pty) Ltd**  
**4 Robert Mugabe Avenue, Windhoek**  
**PO Box 2401, Windhoek**

## 7. Record date

Entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at close of trading on Monday, 23 July 2018 or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting (as the case may be). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

## 8. Attendance

The completion and return of this form will not preclude a member from attending the Meeting and voting in person.

## 9. Capitalised terms

Unless the context requires otherwise, capitalised terms used in this form of proxy have the meaning ascribed to them in the notice of annual general meeting issued by the Company on Friday, 22 June 2018.