

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’, the ‘Company’, or the ‘Group’)

FOR IMMEDIATE RELEASE

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION
THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE “CODE”) AND DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. **THERE CAN BE NO CERTAINTY THAT ANY OFFER WILL BE MADE.**

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

9 June 2022

RESPONSE TO POSSIBLE OFFER

The Board of Mediclinic International plc (“Mediclinic” or the “Company”) notes the announcement made by the consortium comprising Remgro Limited (“Remgro”) and MSC Mediterranean Shipping Company SA, acting through its wholly-owned subsidiary, SAS Shipping Agencies Services Sàrl, (together the “Consortium”).

The Board of Mediclinic confirms that, on 26 May 2022, it received an unsolicited and conditional proposal from the Consortium, concerning a possible cash offer to acquire the entire issued and to be issued ordinary share capital of Mediclinic not already owned by Remgro at 460 pence per share plus the Mediclinic proposed final dividend for the financial year ended 31 March 2022 of 3 pence per share (the “Proposal”).

The Board of Mediclinic (excluding the Remgro representative) considered the Proposal, together with its advisers, and concluded that it significantly undervalued Mediclinic and its future prospects. Accordingly, on 31 May 2022, the Board of Mediclinic (excluding the Remgro representative) unanimously rejected the Proposal.

There can be no certainty that any offer will be made for the Company.

Shareholders are urged to take no action in relation to the possible offer at this time.

This announcement has been made without the consent of the Consortium.

Any offer for Mediclinic is governed by the City Code on Takeovers and Mergers. Under Rule 2.6(a) of the Code, the Consortium must by not later than 5.00 p.m. on 7 July 2022 either announce a firm intention to make an offer for Mediclinic in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline will only be extended with the consent of the Panel in accordance with Rule 2.6(c) of the Code.

The person responsible for arranging for the release of this announcement on behalf of Mediclinic is Jurgens Myburgh, CFO.

ENQUIRIES

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Corporate brokers: Morgan Stanley & Co International plc and UBS Investment Bank

JSE sponsor (South Africa): Rand Merchant Bank (A division of FirstRand Bank Ltd)

NSX sponsor (Namibia): Simonis Storm Securities (Pty) Ltd

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% 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 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th 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 Code, any person who is, or becomes, interested in 1% 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, 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 pm (London time) on the 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 Takeover 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 Takeover 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.

Financial adviser

Morgan Stanley & Co. International plc ("Morgan Stanley") which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the UK is acting as sole financial adviser exclusively for Mediclinic and no one else in connection with the matters set out in this announcement. In connection with such matters, Morgan Stanley, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in connection with the contents of this announcement or any other matter referred to herein.

Website

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available (subject to certain restrictions relating to persons resident in restricted jurisdictions) on Mediclinic's website at <https://investor.mediclinic.com/> by no later than 12 noon (London time) on the business day following the date of this announcement. The content of this website is not incorporated into, and does not form part of, this announcement.

Rule 2.9

In accordance with Rule 2.9 of the Code, as at the date of this announcement, Mediclinic's issued share capital comprises 737,243,810 ordinary shares of GBP0.10 each held outside treasury (ISIN: GB00B8H8Z88).

Mediclinic has a primary listing on the Main Market of the LSE, with secondary listings on the JSE in South Africa and the NSX in Namibia.

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