

CORPORATE POLICY
TERMS OF REFERENCE OF THE
NOMINATION COMMITTEE OF
MEDICLINIC INTERNATIONAL PLC

Reference to the “**Committee**” shall mean the Nomination Committee.

Reference to the “**Board**” shall mean the Board of Directors of the Company.

Reference to the “**Company**” shall mean Mediclinic International plc.

Reference to the “**Group**” shall mean the Company, as the ultimate holding company of Mediclinic Southern Africa (“**MCSA**”), Hirslanden (“**Hirslanden**”) and Mediclinic Middle East (“**MCME**”) (collectively referred to as the “**Divisions**” and any one as “**Division**”, as the context may indicate), and any subsidiary companies (which means owned and controlled by the Company).

Reference to the “**Group Executive Committee**” shall mean the Company’s executive management committee (“**Group Executive Committee**”)

Reference to the Group Executive Committee’s “**direct reports**” shall mean the first layer of management that reports directly into the Group Executive Committee, including the Boards (if applicable) and the executive management committees of the Company’s divisions.

1 **CONSTITUTION**

The Committee is constituted as a committee of the Board of the **Company**.

2 **PURPOSE OF COMMITTEE**

2.1 The Committee shall:

- 2.1.1 lead the process for appointments to the Board and ensure appointments be subject to a formal, rigorous and transparent procedure and make appropriate recommendations to the full Board for formal approval;
- 2.1.2 ensure plans are in place for orderly succession to both the Board and senior management positions, and oversee the development of a diverse pipeline for succession; and
- 2.1.3 ensure that both appointments and succession plans are based on merit and objective criteria and, within this context, should promote diversity and inclusion in accordance with the Board Diversity Policy.

3 **MEMBERSHIP AND ATTENDEES**

- 3.1 Members of the Committee shall be appointed by the Board in consultation with the Chair of the Committee (the “**Committee Chair**”) and shall comprise of no less than three directors, the majority of which shall be independent non-executive directors. The Principal Shareholder (as defined in the Relationship Agreement entered into by the Company and Remgro Limited on 14 October 2015 (the “**Relationship Agreement**”)) is entitled to appoint a member to the Committee.
- 3.2 Only members of the Committee, a Shareholder Directors or Shareholder Observer (as defined in the Relationship Agreement) and any person nominated by the Shareholder Director have the right to attend Committee meetings. However, other individuals may be invited to attend all or part of any meeting, if appropriate.
- 3.3 Subject to the normal annual re-election of directors, appointments to the Committee shall be for a period of one year, which may be extended for further one year periods, provided the relevant director continues to meet the criteria for Committee membership.
- 3.4 The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent non-executive director. If the Chair of the Board is appointed the Committee Chair, he/she shall not chair the Committee when it is dealing with the matter of succession to the chair role.
- 3.5 The Committee members must keep up to date with developments related to the required skill-set to ensure that the Committee as a whole has sufficient insight, qualifications and experience to fulfil its duties.

4 AUTHORITY

- 4.1 The Committee acts in accordance with the delegated authority of the Board and its statutory duties as recorded in these terms of reference. The Committee is authorised by the Board to investigate any activity within the scope of its mandate.
- 4.2 The Committee, in the fulfilment of its duties, may call upon the Chair of the Board or other Board committees, any of the executive directors, company officers or assurance providers to provide it with information.
- 4.3 The Committee, in the fulfilment of its duties, shall have reasonable access to the Group's records, information, facilities and any other resources necessary to perform its duties.
- 4.4 The Committee may form, and delegate authority to sub-committees and may delegate authority to one or more designated members of the Committee.
- 4.5 The Committee has the right to seek external or any other independent professional advice and to ensure the participation of external parties with the relevant experience and expertise if necessary, at the Company's cost, provided that prior notification was given to the Chair of the Board.
- 4.6 The Committee has authority with regard to its statutory duties and is accountable in this respect to both the Board and the Company's shareholders.
- 4.7 On all other responsibilities delegated to it by the Board, excluding its statutory duties, the Committee may make recommendations for approval by the Board, where appropriate.
- 4.8 Although the Committee can seek the advice and assistance of management on matters related to the Committee's areas of responsibility, it must ensure that its role remains clearly separated from management's role within the business.

5 ROLES AND RESPONSIBILITIES

- 5.1 The Committee should carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate. The Committee shall:
- 5.1.1 keep under review the leadership needs of the organisation, relating to both the Board and the Group Executive Committee, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 5.1.2 formulate plans for the orderly succession to both the Board and Group Executive Committee positions and in particular for the key roles of Chair and Group Chief Executive Officer and oversee the development of a diverse pipeline of talent leading up to the Board and the Group Executive Committee positions by:
- (i) regularly reviewing the structure, size and composition of the Board, including the diversity of the directors' skills, knowledge, experience, gender, ethnicity and other factors set out in the Board Diversity Policy, the length of service of the non-executive directors and the balance of independent and non-independent directors;
 - (ii) annually reviewing the composition of Group Executive Committee, including the diversity of its members' skills, knowledge, experience, gender, ethnicity and other factors set out in the Group Diversity and Inclusion Policy;
 - (iii) keeping up to date and fully informed about strategic issues and commercial changes affecting the Group and the markets in which it operates and considering the challenges and opportunities facing the Group when determining the current and future skills and expertise required at Board and Group Executive Committee level,
 - (iv) keeping under review the Board Diversity Policy, its objectives and linkage to the Company's strategy, how it has been implemented and the progress on achieving

- the objectives and taking into consideration the opportunities available to further promote diversity and inclusion at Board and Group Executive Committee level;
- (v) in considering succession planning for the Chair, insofar as practicable, taking into account that the Chair should not remain in post beyond nine years from the date of first appointment to the Board; and
 - (vi) making recommendations to the Board and/ or the Group Executive Committee as appropriate;
- 5.1.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 5.1.4 in nominating directors, give due regard to the contents of the UK Corporate Governance Code and associated guidance, to the extent appropriate and applicable;
- 5.1.5 before any appointment is recommended to the Board, evaluate the balance of skills, knowledge, experience, independence and diversity on the Board, and, in the light of this current and future evaluation prepare a description of the role and capabilities required for a particular appointment.
- 5.1.6 In identifying suitable candidates, the Committee shall:
- (i) consider using open advertising or the services of external advisers to facilitate the search; and
 - (ii) consider candidates from a wide range of backgrounds;
- 5.1.7 ensure that appointments to the Board and succession plans are based on merit and objective criteria and, within that context, promote diversity of skills, knowledge, experience, gender, ethnicity and other factors set out in the Board Diversity Policy;
- 5.1.8 prior to the appointment of a Board Chair, the Committee should prepare a job specification, including the time commitment expected. A proposed Chair's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise;
- 5.1.9 prior to the appointment of a director, the proposed appointee should be required to disclose any other interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
- 5.1.10 review on an annual basis as part of the performance evaluation of the non-executive directors, whether they have sufficient time to fulfil their duties;
- 5.1.11 ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- 5.1.12 review the results of the Board performance evaluation process that relate to the composition of the Board, taking account of the Board Diversity Policy and assess the overall and individual effectiveness including the consideration of balance of skills; and
- 5.1.13 consider any other matter specifically referred to the Committee by the Board.
- The Committee shall also make recommendations to the Board concerning:
- 5.1.14 suitable candidates for the role of senior independent director;
 - 5.1.15 membership of the audit and risk, remuneration and nomination committees and any other Board committees as appropriate, in consultation with the respective chairs of those committees;
 - 5.1.16 the re-appointment of any non-executive director at the conclusion of their current three-year term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for the membership of the Board to be regularly refreshed;

- 5.1.17 the re-election by shareholders of directors under the annual re-election provisions of the UK Corporate Governance Code or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board (particularly in relation to directors being re-elected for a term beyond six years);
- 5.1.18 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract; and
- 5.1.19 the appointment of any new director, including executive director appointments.

6 MEETINGS

Frequency of meetings

- 6.1 The Committee shall meet at least two times per year and otherwise as required.
- 6.2 Meetings in addition to the scheduled meetings may be held at the request of any member of the Committee, other members of senior management or the Board.

Agenda and minutes

- 6.3 A detailed agenda, with supporting documentation, confirming the venue, time and date of the meeting and containing the points for discussion must be circulated in a timely manner to each member of the Committee and other invitees, prior to each Committee meeting.
- 6.4 The agendas and supporting documentation must be circulated with sufficient time to allow members to prepare for Committee meetings and provide appropriate and constructive input.
- 6.5 The Committee Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. The Committee Secretary shall also ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.6 Once approved by the Committee Chair, minutes of Committee meetings shall be circulated to all members of the Committee at its next scheduled meeting and to all other directors at the next scheduled Board meeting. The Committee may decide at its discretion not to circulate the minutes of a Committee meeting to the Board, owing to the sensitive nature of the subject matter and/or a conflict of interest that may exist.

Notice of meetings

- 6.7 Meetings of the Committee shall be called by the Committee Secretary at the request of any member of the Committee, other members of senior management, or the Board.
- 6.8 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Attendance and quorum

- 6.9 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

- 6.10 Committee members must attend all scheduled meetings of the Committee, including meetings called on an *ad hoc* basis for special matters, unless prior apology, with reasons, has been submitted to the Committee Chair or Committee Secretary.
- 6.11 In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect a member to chair the meeting, who should be a non-executive director.
- 6.12 A quorum shall be represented by a minimum of two members present and entitled to vote, provided that:
- (a) at least the majority of the members of the Committee are represented; and
 - (b) at least one member shall be a Shareholder Director or his/her alternate (to the extent that the Principal Shareholder has appointed a Shareholder Director and the Shareholder Director is a member of the Committee), unless such Shareholder Director has waived the requirement in relation to a particular meeting.

7 SECRETARY

- 7.1 The Company Secretary or their nominee shall act as the secretary of the Committee (the “**Committee Secretary**”), attend all Committee meetings and ensure that all information and papers are circulated to Committee members (and invitees, as appropriate) in a timely manner.

8 REPORTING RESPONSIBILITIES

- 8.1 The Committee Chair shall provide feedback directly to the Board on the Committee’s proceedings at the Board meeting following each Committee meeting.
- 8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3 The Committee shall produce a report to be included in the Company’s annual report about its activities, including, inter alia:
- 8.3.1 the processes used to make Board appointments, its approach to succession planning, how both support the development of a diverse pipeline,
 - 8.3.2 the Board Diversity Policy, its objectives and linkage to the company Company’s strategy, how it has been implemented and progress on achieving the objectives;
 - 8.3.3 the gender balance of the Group Executive Committee and their direct reports;
 - 8.3.4 how the board evaluation has been conducted, the nature and extent of an external evaluator’s contact with the Board and individual directors, the outcomes and actions taken, and how it has or will influence board composition; and
 - 8.3.5 where an external search agency has been used, it shall be identified and a statement shall be made as to whether it has any connection with the Company.
- 8.4 The Committee shall ensure that the biographies of the directors explain the specific reasons why their contribution is, and continues to be, important to the Company’s long-term sustainable success.

9 ANNUAL GENERAL MEETING

- 9.1 The Committee Chair shall attend the Company’s annual general meeting to respond to any shareholder questions on the Committee’s activities.

10 OTHER MATTERS

10.1 The Committee shall:

- 10.1.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 10.1.2 give due consideration to laws and regulations, including the general duties of directors set out in the Companies Act 2006, the provisions of the UK Corporate Governance Code and the requirements of the UK Financial Conduct Authority , Prospectus and Disclosure and Transparency Rules and any other applicable rules;
- 10.1.3 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval; and
- 10.1.4 make publicly available its terms of reference explaining clearly its role and the authority delegated to it by the Board.