

CORPORATE POLICY
BOARD DIVERSITY POLICY OF
MEDICLINIC INTERNATIONAL PLC

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), (**“Mediclinic Group”** or the **“Group”**).

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

1. PURPOSE

The Board recognise and value the benefits of a diverse and inclusive culture throughout the organisation. The purpose of this Board Diversity Policy (the **“Policy”**) is to ensure the diverse and inclusive composition of the Board, to support the Company’s long-term success.

2. SCOPE

This Policy applies to the Board only; however it sits alongside Mediclinic’s Group Diversity and Inclusion Policy, Code of Business Conduct and Ethics Policy and associated divisional policies, which as a whole, set out the Group’s broader commitment to diversity and inclusion. The Board is committed to ensuring the development of an internal pipeline of diverse, high-calibre talent within the organisation, qualified and capable of taking up senior leadership positions including at Board and Group Executive Committee level. Other details of Mediclinic’s policies, practices and initiatives relating to inclusion and diversity are disclosed in the Company’s Annual Report and Sustainable Development Report.

The Code of Business Conduct and Ethics makes reference to factors such as access to employment, career development, training or working conditions based on gender, age, religion, nationality, race, ethnic origin, language, HIV/AIDS status, family status, disability sexual orientation or any other forms of differentiation. In the Company’s Southern African operations, the Group is particularly committed to achieve transformation and to meet the requirements of broad-based black economic empowerment (**“B-BBEE”**).

3. POLICY STATEMENT

The Directors believe that a diverse and inclusive Board will result in better debates and decisions, for the benefit of the Company, its shareholders, other key stakeholders and wider society. Diversity encompasses a range of factors including gender and ethnicity, but also nationality, social and educational background, skills, industry and geographical experience, age and tenure, cognitive strengths and a variety of other personal attributes that are less readily visible but no less valuable. Inclusion means all Board members, regardless of background, are valued and respected and have the opportunity to contribute to the Board’s discussions and decision-making.

The Directors also believe that ensuring a culture of diversity and inclusion throughout the organisation requires a clear tone from the top, with the Board and Group Executive Committee championing diversity and inclusion in support of Mediclinic’s vision, strategy and values.

Appointments to the Board will be made on merit and based on an objective criteria, taking into account the composition of the Board and its Committees in terms of the required mix of skills, experience, knowledge and tenure and, within this context, the benefits of promoting diversity in its broadest sense. Other relevant matters will also be taken into account, such as independence and the ability to dedicate sufficient time to the Company in the case of non-executive directors.

The Board will instruct any executive search consultant engaged to advise in the selection process for executive and non-executive directors to review candidates from a variety of backgrounds and perspectives. The Board will only engage executive search consultants who have signed up to the Executive Search Voluntary Code of Conduct, promoting gender and ethnic diversity and best practice.

4. OBJECTIVES

In order to achieve adequate diversity, the Board is committed to the following objectives:

- the Board will maintain a balance of at least 40% female Directors and at least 40% male Directors, and at least two Directors from an African, Asian, Middle Eastern, Central and South American background or from other historically disadvantaged ethnic groups, while recognising that during changes in the composition of the Board, there may be temporary periods when this balance is not achieved;
- in reviewing the composition of the Board, consider the diversity of the directors' skills, knowledge, experience, gender, ethnicity and other diversity factors set out in this Policy, the length of service of the non-executive directors and the balance of independent and non-independent directors and the Group's future requirements; and
- in identifying suitable candidates for appointment to the Board, consider candidates from a variety of backgrounds and perspectives and assess all candidates on merit against objective criteria and with due regard to the benefits of diversity on the Board;
- annually assess and make any necessary amendments to the Board's diversity objectives; and
- support and monitor management's actions to develop an internal pipeline of diverse high-calibre candidates for senior leadership roles within the Group, in line with the Group and divisional diversity and inclusion policies, practices and initiatives.

5. MONITORING AND REPORTING

The Board's Nomination Committee is responsible for ensuring that the Board has the right balance of skills, experience and knowledge and, in accordance with its terms of reference shall:

- regularly review and assess the Board's composition and succession plans and, take this Policy and its objectives into account, make recommendations to the Board with regard to any changes and the appointment of new Directors;
- support and monitor the development of an internal pipeline of diverse high-calibre candidates for Board and Group Executive Committee positions, including progress against diversity targets and the outcomes of diversity and inclusion initiatives;
- work with executive search firms who understand Mediclinic's values and approach to diversity (including this Policy), and will comply with those values and approach in identifying and proposing suitable candidates for appointment to the Board;
- identify suitable candidates for appointment to the Board based on merit against objective criteria, having regard to the Board's existing and required skills, experience, knowledge, this Policy and other relevant factors;
- report annually in the corporate governance section of the Company's Annual Report on the implementation of this Board Diversity Policy and any associated challenges, together with any other matters required by the UK Corporate Governance Code and other regulatory and statutory requirements; and
- review this Policy annually and recommend any revisions to the Board.

In accordance with its terms of reference, the Board's Environmental, Social and Governance Committee is responsible for:

- supporting and monitoring diversity and inclusion across the Group as a whole, in line with the Group and divisional diversity and inclusion policies, including progress against diversity targets and the outcomes of diversity and inclusion initiatives; and
- reporting annually in the corporate governance section of the Company's Annual Report on the above; and other regulatory and statutory requirements.

6. REVIEW OF THE POLICY

The Board will review this Policy and its effectiveness annually, taking into account any recommendations from the Nomination Committee.