NETCARE

Netcare Limited

Notice of annual general meeting 2022

Contents

Letter to shareholders

14 December 2022

Dear shareholder,

Herewith please find the notice of the annual general meeting (AGM Notice) and accompanying information required by shareholders for the AGM to be held on Friday, 3 February 2023.

The full integrated report, including supplementary reports of interest to stakeholders, and the audited annual financial statements of the Group can be accessed online at **www.netcare.co.za**.

To order a printed copy of the integrated report or to provide any feedback on this report, please contact the company secretary, Charles Vikisi, at charles.vikisi@netcare.co.za or Netcare Investor Relations at ir@netcare.co.za.

If requested, a copy of the integrated report will be mailed to you immediately at no cost.

Thank you for your support.

Charles Vikisi
Company Secretary

On behalf of the Board of Netcare Limited, being duly authorised.

Notice of annual general meeting

for the year ended 30 September 2022

Netcare Limited

Registration number: 1996/008242/06
JSE share code: NTC
ISIN: ZAE000011953
(Netcare or the Company)

A. Notice of meeting

Notice is hereby given that the 26th annual general meeting (AGM) of the shareholders of the Company will be held virtually on Friday, 3 February 2023 at 10:00 Central African Time (CAT), to consider and, if deemed fit, to pass, with or without modification, the resolutions contained in this AGM Notice in the manner required by the Companies Act, No. 71 of 2008, as amended (the Companies Act), and subject to the JSE Limited (JSE) Listings Requirements.

Should any shareholder (or representative or proxy for a shareholder) wish to participate in the virtual AGM, they should apply in writing (including details on how the shareholder, representative or proxy can be contacted) to the transfer secretary via email at netcare@4axregistry.co.za for the transfer secretary to arrange for the shareholder (or representative or proxy) to provide reasonably satisfactory identification for the purposes of section 63(1) of the Companies Act. The transfer secretary will provide the shareholder (or representative or proxy) with details on the process to register and vote online and the link to the online registration and voting platform.

Acceptable forms of identification include original and valid identity documents, driver's licences and passports.

Shareholders are advised to ensure that they are identified and registered to attend by preferably no later than Thursday, 2 February 2023 at 12:00, to avoid any delays in accessing the virtual AGM.

This AGM Notice includes the attached Form of Proxy.

B. Record dates, proxies and voting

Record date to receive the AGM Notice: Friday, 9 December 2022
Last date to trade to be eligible to attend and vote at the AGM: Tuesday, 24 January 2023
Record date to be eligible to attend and vote at the AGM (Voting Record Date): Friday, 27 January 2023
Last date for lodging forms of proxy for administrative purposes: 10:00 on Wednesday, 1 February 2023

If you are a registered shareholder as at the record date:
- you are entitled to attend and vote at the virtual AGM;
- alternatively, you may appoint a proxy to attend, participate and vote at the AGM on your behalf. Any appointment of a proxy (a) may be effected by using the attached Form of Proxy and (b) must be delivered in accordance with the instructions contained in the attached Form of Proxy, failing which it will not be effective.

A proxy need not be a shareholder of the Company.

If you are a beneficial shareholder and not a registered shareholder as at the record date and:
- wish to attend the AGM, you must obtain the necessary letter of authority to represent the registered shareholder of your shares from your Central Securities Depository Participant (CSDP) or broker.
- do not wish to attend the AGM but would like your vote to be recorded at the AGM, you should contact the registered shareholder of your shares through your CSDP or broker and furnish them with your voting instructions.

For either of the above options you must not complete the attached Form of Proxy.

All AGM participants are required to follow the online registration and voting process as detailed in A above.

C. Purpose of AGM

The purpose of the AGM is to:
- present the Group annual financial statements of the Company for the year ended 30 September 2022, including the directors' report, the Audit Committee report and the independent auditors' report;
- consider any matters raised by shareholders; and
- consider and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions that follow.

1. Ordinary resolutions number 1.1 to 1.5: Re-election and election of directors

"To re-elect directors who retire by rotation in accordance with the provisions of the Company's Memorandum of Incorporation (MOI) and being eligible, offer themselves for re-election.

M Bower, B Bulo, L Human, I Kirk and L Stephens retire by rotation, and being eligible, offer themselves for re-election:

1.1 M Bower
1.2 B Bulo
1.3 L Human
1.4 I Kirk
1.5 L Stephens."

The Board, through the Nominations Committee, has assessed the performance and independence of the directors who are standing for election or re-election, and the Nomination Committee and the Board unanimously recommend their election or re-election. The key factors which the Nomination Committee and the Board considered in making this decision include in-depth knowledge of the nature of the business, past performance and contribution, support provided to new executives and experience in the fast-changing global and competitive environment.

The list of retiring directors includes directors who were appointed since the previous AGM.

As mentioned in the Annual Results Announcement on 21 November 2022, Mr D Kneale, who also retires by rotation in accordance with the provisions of the Company's Memorandum of Incorporation (MOI), has indicated that he will not be standing for re-election as he plans to retire with effect from the conclusion of the AGM on 3 February 2023.

Percentage voting

Ordinary resolutions number 1.1 to 1.5 will be considered by way of a separate vote. For each resolution to be adopted, the support of a majority, 50% (fifty percent) plus 1 (one), of votes cast by shareholders present or represented by proxy at this AGM is required.

The **directors' biographies** are contained in this AGM Notice on pages 36 to 37.

2. Ordinary resolution number 2: Re-appointment of independent external auditors

"To re-appoint Deloitte & Touche, upon recommendation of the Board and the Audit Committee, as the independent external auditor of the Company and Spiro Tyranes is appointed as the Audit Partner, for the ensuing financial year ending 30 September 2023 until the conclusion of the next AGM."

The Board and the Audit Committee are satisfied that Deloitte & Touche meets the provisions of the Companies Act and have complied with the JSE Listings Requirements. The Board and the Audit Committee have proposed the re-appointment of Deloitte and Spiro Tyranes for the ensuing financial year ending 30 September 2023.

Percentage voting

For this ordinary resolution number 2 to be adopted, the support of a majority, 50% (fifty percent) plus 1 (one), of votes cast by shareholders present or represented by proxy at this AGM is required.

3. Ordinary resolutions number 3.1 to 3.4: Appointment of Audit Committee members

"To elect each of the following independent non-executive directors, as members of the Company's Audit Committee:

3.1 M Bower (subject to passing of Ordinary resolution number 1.1)
3.2 B Bulo (Chair) (subject to passing of Ordinary resolution number 1.2)
3.3 T Leoka
3.4 L Stephens (subject to passing of Ordinary resolution number 1.5)."

The Board has reviewed the composition of the Audit Committee against the requirements of the Companies Act and confirmed that the members have the necessary knowledge, skills and experience to enable the Committee to perform its duties. The appointments are made against objective criteria that include skills, knowledge, experience, and independence and with due regard to diversity on the Board, including gender.

Percentage voting

Ordinary resolutions 3.1 to 3.4 will be considered by way of a separate vote. For each such resolution to be adopted, the support of a majority, 50% (fifty percent) plus 1 (one), of votes cast by shareholders present or represented by proxy at this AGM is required.

The **directors' biographies** are contained in this AGM Notice on pages 36 to 37.

The Board has reviewed the expertise, qualifications and relevant experience of the appointed Audit Committee members and recommends that each of these directors be elected.

4. Ordinary resolution number 4: Signature of documents

"Resolved that any two directors of the Company are authorised to sign all such documents and do all such things necessary or incidental to the implementation of the resolutions proposed at the AGM."

5. Non-binding resolution number 1: Approval of the remuneration policy

The resolution is proposed to shareholders to endorse the Company's remuneration policy as set out in our integrated reporting suite – the shareholder report. Shareholders are reminded that, in terms of the fourth King Report on Corporate Governance for South Africa (King IV™), the passing of this non-binding resolution is by way of a non-binding advisory vote. In the event that at least 25% (twenty-five percent) of the voting rights exercised on this advisory vote are against the remuneration policy, the Board undertakes to implement the consultation process set out in the remuneration policy read together with King IV™ and the JSE Listings Requirements. Details of the manner and timing of the engagement will be released in the voting results announcement.

The full **remuneration policy and implementation report** can be found on pages 11 to 30 of the AGM Notice.

6. Non-binding resolution number 2: Approval of the implementation report

The resolution is proposed to shareholders to endorse the Company's implementation report as set out in our integrated reporting suite – the shareholder report. Shareholders are reminded that, in terms of the fourth King Report on Corporate Governance for South Africa (King IV™), the passing of this non-binding resolution is by way of a non-binding advisory vote. In the event that at least 25% (twenty-five percent) of the voting rights exercised on this advisory vote are against the implementation report, the Board undertakes to implement the consultation process set out in the remuneration policy read together with King IV™ and the JSE Listings Requirements. Details of the manner and timing of the engagement will be released in the voting results announcement.

The full **remuneration policy and implementation report** can be found on pages 11 to 30 of the AGM Notice.

7. Special resolution number 1: General authority to repurchase shares

"Resolved that the Company and its subsidiaries are authorised, by way of a general authority, to acquire ordinary shares and preference shares (collectively referred to as 'Shares' for the purposes of this resolution) issued by the Company subject to the provisions of the Company's MOI, the Companies Act, the JSE and A2X Listings Requirements and provided that:

a) this authority will be valid until the Company's next AGM, provided that it does not extend beyond 15 months from the date of this AGM;
b) any such repurchase be effected through the order book operated by the JSE and A2X trading system and done without any prior understanding or agreement between the Company and the counterparty;
c) an announcement, giving such details as may be required in terms of the JSE and A2X Listings Requirements, be published when the Company or its subsidiaries have cumulatively repurchased 3% of the initial number of Shares in issue and for each 3% in aggregate of the initial number, which is acquired thereafter;
d) a general repurchase may not, in aggregate in any one financial year, exceed 10% of the Company's issued Shares at the beginning of the financial year, provided that the subsidiaries of the Company may not collectively hold at any one time more than 10% of the Company's issued Shares;
e) no repurchase will be effected during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless the Company has in place a repurchase programme and full details of the programme have been submitted to the JSE in writing prior to commencement of the prohibited period.

The Company must instruct only one independent third party, which makes its investment decisions in relation to the Company's securities independently of, and uninfluenced by Netcare, prior to the commencement of the prohibited period to execute the repurchase programme;

f) at any point in time, the Company may only appoint one agent to effect repurchases on its behalf;
g) the price at which the Company's Shares may be repurchased may not be made at a price greater than 10% above the weighted average of the market value of the Shares for the five business days immediately preceding the date of repurchase; and
h) prior to entering the market to repurchase the Company's Shares, a Board resolution authorising the repurchase is passed, stating that the Board has applied the solvency and liquidity test as set out in section 4 of the Companies Act, and that the Company and its subsidiaries have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the Group."

The directors further undertake that they will not implement such a repurchase arrangement unless the following can be met:

a) the Company and the Group will be able, in the ordinary course of business, to pay its debts for a period of 12 months after the date of the AGM Notice;
b) the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group for a period of 12 months after the date of the AGM Notice. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited Group annual financial statements;
c) the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of the AGM Notice; and
d) the working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of the AGM Notice.

The directors will continually review the Company's position, having regard for prevailing circumstances and market conditions, in considering whether to effect the provisions of special resolution number 1.

Percentage voting

For this special resolution number 1 to be adopted, the support of at least 75% (seventy-five percent) of votes cast by shareholders present or represented by proxy at this AGM is required.

Other JSE and A2X Listings Requirements applying to special resolution number 1

	Details	Pages
Major shareholders	Extract 2	32
Share capital	Extract 3	33

Directors' responsibility statement

The directors collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution number 1 and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, that all reasonable enquiries to ascertain such facts have been made and that special resolution number 1 contains all information required by law and the JSE and A2X Listings Requirements.

Material changes

Other than the facts and developments reported on in the integrated report, there has been no material change in the financial or trading position of the Company and its subsidiaries since the date of signature of the audited annual financial statements for the year ended 30 September 2022 and the date of this AGM Notice.

Notice of annual general meeting continued

for the year ended 30 September 2022

8. Special resolution number 2: Approval of non-executive directors' remuneration for the period 1 October 2022 to 30 September 2023

"To grant the Company authority, by a separate vote in respect of each item, to remunerate its non-executive directors for their services as directors and/or pay any fees related thereto on the following basis provided that the aforementioned authority shall be valid with effect from 1 October 2022 to 30 September 2023. Directors not registered for value added tax (VAT) will be entitled to the remuneration exclusive of VAT and registered VAT vendors will be entitled to the remuneration plus VAT at the prevailing VAT rate."

Rand	**2023[1]**	2022
Payable per annum:		
1. Board chair	**1 420 000**	1 340 000
2. Board members	**685 000**	685 000
3. Audit Committee chair	**268 000**	253 000
4. Audit Committee members	**179 000**	179 000
5. Remuneration Committee chair	**206 000**	195 000
6. Remuneration Committee members	**126 000**	126 000
7. Risk Committee chair	**205 000**	193 000
8. Risk Committee members	**144 000**	136 000
9. Nomination Committee chair	**179 000**	179 000
10. Nomination Committee members	**126 000**	126 000
11. Social and Ethics Committee chair	**179 000**	179 000
12. Social and Ethics Committee members	**126 000**	126 000
13. Consistency of Care Committee chair	**235 000**	235 000
14. Consistency of Care Committee members	**186 000**	186 000
Payable per meeting:		
15. Ad hoc committee	**42 000**	42 000

1. Exclusive of VAT and increased to take account of inflation.

Reason and effect

The reason for special resolutions number 2.1 to 2.15 is to grant the Company the authority to pay remuneration to its non-executive directors for their services as directors in accordance with the provisions of the Companies Act. The effect of the special resolutions number 2.1 to 2.15 is that the Company will be able to pay its non-executive directors for the services they render to the Company as directors, without requiring further shareholder approval until the next AGM.

Percentage voting

Each of special resolutions number 2.1 to 2.15 will be considered by way of a separate vote. For each resolution to be adopted, the support of at least 75% (seventy-five percent) of votes cast by shareholders present or represented by proxy at this AGM is required.

9. Special resolution number 3: Financial assistance to related and inter-related companies in terms of sections 44 and 45 of the Companies Act

"To authorise the directors, in terms of and subject to the provisions of sections 44 and 45 of the Companies Act, to cause the Company to provide any direct or indirect financial assistance to or for the benefit of:

a) any company or corporation which is related or inter-related to the Company;
b) any employee, director, prescribed officer or other person or any trust established for their benefit, in terms of any share incentive scheme described in the Company's remuneration report; or
c) noteholders in connection with the subscription of notes issued or to be issued by Clindeb Investments Limited (the Issuer) pursuant to its Domestic Note Programme, and for purposes of the subscription for any other debt instruments issued or to be issued by the Issuer from time to time;

for such amounts and on such terms and conditions as the Board of the Company may determine."

Reason and effect

The reason for and effect of special resolution number 3 is to grant the directors of the Company the authority to cause the Company to provide financial assistance to any company or corporation which is related or inter-related to the Company, or any employee, director, prescribed officer or other person or any trust established for their benefit, in terms of any share incentive scheme described in the Company's remuneration report.

The financial assistance will be provided as part of the day-to-day operations of the Company in the normal course of its business, and in accordance with its MOI and the provisions of the Companies Act. The directors will, in accordance with sections 44(3)(b) and 45(3)(b) of the Companies Act, ensure that financial assistance is only provided if the requirements of that section are satisfied, *inter alia*, that immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test set out in section 4 of the Companies Act.

Percentage voting

For this special resolution number 3 to be adopted, the support of at least 75% (seventy-five percent) of votes cast by shareholders present or represented by proxy at this AGM is required.

Such authority to be valid only until the next AGM of the Company.

Notification by the Board of Netcare Hospitals Proprietary Limited (Netcare Hospitals) in terms of section 45(5) of the Companies Act, No. 71 2008, as amended (Companies Act)

Notice is hereby given by the Company, for and on behalf of Netcare Hospitals, to the shareholders of the Company and each of the trade unions representing any of the employees of Netcare Hospitals that the Board of Netcare Hospitals has, on 02 December 2022, adopted a resolution authorising Netcare Hospitals to provide financial assistance to its related and inter-related companies for the financial period commencing on 1 December 2022 and ending on 30 September 2023, whereby the financial assistance may, during such period, in aggregate, exceed 1/10 (one tenth) of 1% (one percent) of Netcare Hospitals' net worth at the date of adoption of such resolution.

Although the Company, as the holding company of Netcare Hospitals, employs no persons, this notification is nevertheless included in this document for convenience purposes.

10. To transact any other business that may be transacted at an AGM

11. Electronic communication

Should any shareholder (or a representative or proxy) wish to participate in the virtual AGM, that shareholder should make an application to participate (including details as to how the shareholder (or representative or proxy) can be contacted) in writing, to the transfer secretary by email at netcare@4axregistry.co.za.

This is to be received by the transfer secretary by no later than Thursday, 2 February 2023 at 12:00 in order for the transfer secretary to arrange for the shareholder (or representative or proxy) to provide reasonable satisfactory identification and for the transfer secretary to provide the shareholder (or representative or proxy) with details as to how to access the AGM virtually.

The proposed mechanism of electronic participation will be through webinar and the shareholder will be billed separately by their data provider to participate in the AGM.

Shareholders participating virtually will be able to vote electronically.

Notice of annual general meeting continued

for the year ended 30 September 2022

12. Voting and proxies

Voting

Each ordinary shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote in their virtual stead.

Ordinary resolutions proposed for adoption require the support of more of a majority, 50% (fifty percent) plus 1 (one) of votes cast by shareholders present or represented by proxy at the AGM. The special resolutions proposed for adoption at this AGM require the support of at least 75% (seventy-five percent) of votes cast by shareholders present or represented by proxy at the AGM.

In terms of the JSE Listings Requirements, any shares held by share incentive schemes where the shares are controlled by Netcare from a voting perspective, will not have their votes taken into account at the AGM in determining the results of voting on JSE resolutions.

In terms of section 48(2) of the Companies Act, no voting rights attaching to shares held by Group subsidiaries may be exercised in respect of resolutions contained herein.

Identification

In terms of section 63(1) of the Companies Act, before any person may attend or participate in an AGM, reasonable identification must be provided to ensure that the person presiding at the AGM is reasonably satisfied that the rights of the person to participate in and vote at the AGM, either as a shareholder or as a proxy of the shareholder, have been reasonably verified.

Proxies

All shareholders will be entitled to attend and vote at the AGM or any adjournment thereof. Every shareholder of the Company who, being an individual, is present or is present by proxy at the AGM or which, being a company or body corporate, is represented thereat by a representative appointed, shall have one vote only and on a poll every shareholder of the Company (whether an individual or a company or a body corporate) or represented by a proxy at the AGM shall have one vote for every ordinary share held by such shareholder.

Holders of dematerialised shares, other than with 'own-name' registration intending to attend the AGM, must inform their CSDP or broker of their intention and must obtain the necessary authorisation from their CSDP or broker to attend. Such authorisation must be submitted to the transfer secretary on submission of the required proof of identification before the link to the online registration and voting platform will be provided. If a dematerialised holder is unable to attend the AGM in person, they should provide their CSDP or broker with their voting instructions in terms of their agreement with the CSDP or broker in the manner and time stipulated therein.

The necessary Form of Proxy is attached for the convenience of certificated shareholders and dematerialised shareholders with 'own-name' registration who cannot attend the AGM but who wish to be represented thereat. Any shareholder entitled to attend and vote at the AGM may appoint one or more persons to attend, speak and vote in their place. A proxy so appointed need not be a shareholder of the Company. To be valid, duly completed proxy forms must be received by hand at CTSE Registry Services, Cape Town Stock Exchange, 5th Floor, 68 Albert Road, Woodstock, Cape Town, 7925, or by email at netcare@4axregistry.co.za preferably by no later than 10:00 on Wednesday, 1 February 2023. A duly appointed proxy will be required to follow the online registration process to attend the virtual AGM.

Shareholders who require more information about the online registration and voting process, can contact the transfer secretary telephonically at +27 11 100 8352 or by email at netcare@4axregistry.co.za.

Shareholders wishing to attend the AGM must verify beforehand with the Company's transfer secretary that their ordinary shares are in fact registered in their name. Should this not be the case and the ordinary shares are registered in any other name or in the name of a nominee company, shareholders attending the AGM are obliged to make the necessary arrangements with the party beforehand, so as to be able to attend and vote in their personal capacity. The Form of Proxy contains detailed instructions in this regard.

Interpretation of this notice

In this notice (including the proxy form attached hereto) the term:

- **'A2X Listings Requirements'** means the listings requirements of the A2X Markets, as amended from time to time and as interpreted and applied or not applied by the A2X Markets;
- **'Group annual financial statements'** means the Group annual financial statements of the Company for the year ended 30 September 2022, including the directors' report, the Audit Committee report and Independent External Auditor's report, which was available to shareholders on the Company's website from 21 November 2022;
- **'Integrated reporting suite'** means the integrated report of the Company for the year ended 30 September 2022, including its supplementary reports, which was available to shareholders on the Company's website from 15 December 2022;
- **'Remuneration report'** means the remuneration report for the Company for the year ended 30 September 2022, which includes the remuneration policy and implementation report and was available to shareholders on the Company website from 15 December 2022;
- **'Beneficial shareholder'** means the holder of a beneficial interest in shares of the Company who is entitled to cast the votes attaching to those shares but is not the registered shareholder of those shares;
- **'Companies Act'** means the Companies Act, No 71 of 2008, as amended;
- **'JSE Listings Requirements'** means the listings requirements of the JSE Limited, as amended from time to time and as interpreted and applied or not applied by the JSE Limited;
- **'Register'** means the Company's securities register and the Company's register of disclosures of beneficial interests in securities; and
- **'Registered shareholder'** or 'shareholder' in relation to any shares means the holder of those shares whose own name is entered in the Company's register as such and who is entitled to cast the votes attaching to those shares.

Enquiries

Any shareholders having difficulties or queries with regard to the virtual AGM or the above are invited to contact the company secretary, C Vikisi, on +27 11 301 0265 or email charles.vikisi@netcare.co.za.

By order of the Board.

C Vikisi
Company Secretary
14 December 2022
Sandton

Transfer secretary:
CTSE Registry Services Pty Ltd
Block B, 5th Floor
the Woodstock Exchange
66-68 Albert Road
Woodstock
7925
netcare@4axregistry.co.za
Tel no: +27 (0) 11 100 8352

Explanatory notes to the notice of the annual general meeting

Resolutions

Ordinary resolutions number 1.1 to 1.5:

Re-election of directors

The Company's MOI makes provision for the annual retirement from office of a certain proportion of directors, including a director appointed after the conclusion of the Company's preceding AGM. In line with current corporate governance best practice, the appointment of each director standing for re-election will be voted on by a separate resolution. They are also considered independent notwithstanding their tenure. The continued independence of independent non-executive directors who have served for a period of nine years or longer is evaluated by the Nomination Committee, which considers the factors that may impair their independence. The Nomination Committee engaged an independent service provider to assist it with this review.

Ordinary resolution number 2:

Re-appointment of independent external auditors

To re-appoint Deloitte & Touche, upon recommendation of the Board and the Audit Committee, as the independent external auditor of the Company, and Spiro Tyranes as Audit Partner for the ensuing financial year ending 30 September 2023 until the conclusion of the next AGM.

Ordinary resolutions number 3.1 to 3.4:

Appointment of Audit Committee members

In terms of section 94(2) of the Companies Act, the Audit Committee is a statutory committee elected by the shareholders at each AGM. The proposed members of the Audit Committee are all suitably qualified, independent and collectively possess the skills which are appropriate to the Company's size and circumstances, as well as the healthcare sector.

Ordinary resolution number 4:

Signature of documents

The reason for proposing this ordinary resolution is that the Netcare Board requires authorisation to take various actions and sign the documents pertaining to the resolutions proposed at this meeting. It is appropriate for the members to grant this authority.

Non-binding resolution number 1:

Approval of the remuneration policy

The reason for proposing this non-binding advisory vote is in accordance with the King IV™ recommendation and the JSE Listings Requirements that companies should table their remuneration policy, as contained in the remuneration report which can be found in the shareholder report (part of the integrated reporting suite), to shareholders.

The full **remuneration policy** is set out on pages 16 to 23 of this AGM Notice.

Non-binding resolution number 2:

Approval of the implementation report

The reason for proposing this non-binding advisory vote is in accordance with the King IV™ recommendation and the JSE Listings Requirements that companies should table their implementation report, as contained in the remuneration report which can be found in the shareholder report (part of the integrated reporting suite), to shareholders.

The full **implementation report** is set out on pages 24 to 30 of this AGM Notice.

Special resolution number 1:

General authority to repurchase shares

Special resolution 1 is required to grant the directors a general authority, up to and including the date of the following AGM of the Company, to approve the purchase of the Company's ordinary and preference shares by the Company or its subsidiaries. The directors consider that such general authority should be put in place to facilitate the repurchase of securities should an opportunity present itself which would be in the best interests of the Company and its shareholders in the ensuing year.

Special resolution number 2:

Approval of non-executive directors' remuneration for the period 1 October 2022 to 30 September 2023

Special resolution 2 is required to obtain approval of remuneration payable to non-executive directors for the period 1 October 2022 to 30 September 2023. The approval of the shareholders is sought to ensure the remuneration paid to the non-executive directors of the Company remains adequate for the purposes of attracting persons of sufficient calibre, experience and skill to act as non-executive directors of the Company.

Special resolution number 3:

Financial assistance to related and inter-related companies in terms of sections 44 and 45 of the Companies Act

Special resolution 3 is required to grant the directors the authority to authorise the Company to provide direct and indirect financial assistance, as contemplated in sections 44 and 45 of the Companies Act, to any one or more related or inter-related companies or corporations of the Company pursuant to a shareholders' authority being procured and provided the directors are satisfied that immediately after providing the financial assistance the Company is able to satisfy the solvency and liquidity test and the terms under which the financial assistance is given are fair and reasonable.

Extracts from the integrated reporting suite

Extract 1 Remuneration report

Report by the Remuneration Committee chair

I am pleased to present our remuneration report for the Netcare Group for the financial year ended 30 September 2022 (FY2022).

The past two years (FY2020 and FY2021) have been highly challenging for our business, executives and employees. Our people braved the brutality of a pandemic and stood resolute on the frontline to serve our nation and humanity during the deadly waves of COVID-19. Despite their heroic efforts, for which we are deeply grateful, we were unable to reward them appropriately. Subdued financial performance due to the deferral of elective surgeries and high COVID-19 admissions did not allow for it.

Pleasingly, in FY2022, the Group delivered a strong performance, driven by an improvement in activity as COVID-19 cases declined significantly. This enabled a recovery in demand for non-COVID-19 medical and surgical procedures, and facilitated the shift towards the normalisation of case mix and length of stay. As a result, the Group delivered a much improved financial performance while also executing extremely well on non-financial strategic priorities.

The recovery in overall performance has only been possible because of our people, the heartbeat of our business. During the financial year, we prioritised employee wellbeing given the social, economic and psychological impact of COVID-19, particularly for frontline healthcare workers. In addition to psychosocial support offered via Independent Counselling and Advisory Services (ICAS) and Dube and Pottas Social Workers, we implemented a structured compassion-based initiative (Care4YOU) in all our hospitals. This extended to more than 23 000 employees including permanent staff and third-party contractors who work in our facilities.

The Care4YOU programme created safe spaces to process COVID-19 trauma, empowered our teams with tools to replenish their emotional and mental wellbeing by exercising self-compassion, and facilitated the transition to post-traumatic growth for themselves and Netcare. The return on this investment is evident in our overall employee engagement score of 79% against global benchmarks of 77% and 9% higher than our last survey conducted in 2017; and a strong overall score of 8.5 out of 10 for employees' perception of care and compassion at Netcare.

Collectively, these efforts and results culminated in favourable outcomes for all stakeholders including shareholders, suppliers, our employees and communities.

Netcare's remuneration report:

- Aligns with the principles and recommended practices of the King Report on Corporate Governance for South Africa (King IV) and applies Principle 14's three-part structure.
- Meets the JSE Limited (JSE) Listings Requirements.
- Meets, to the extent applicable, the requirements of the Companies Act.
- Requests support through a non-binding advisory vote for the remuneration policy and implementation report.
- Includes feedback from shareholder engagement on remuneration, as part of our inclusive stakeholder engagement approach.
- Sets out our approach to fair and responsible remuneration.

Extracts from the integrated reporting suite continued

Overview of Group Performance for FY2022

The Group delivered a strong recovery in financial and operational performance in FY2022. Most financial and non-financial strategic performance metrics were met and/or exceeded with the following noteworthy highlights:

- Normalised EBITDA margin: 16.2% (FY2021:15.2%).
- Adjusted HEPS: 83.2 cents (FY2021: 67.4 cents).
- Return on invested capital (ROIC): 8.8% (FY2021: 7.9%).
- Cash conversion ratio: 113.0% (FY2021: 118.8%).
- Impactful roll out of Care4YOU to 50[1] of our hospitals, with tangible improvements in employee engagement and patient feedback scores for nurse compassion.
- Excellent progress in our digitisation strategy with the delivery of the CareOn electronic medical record (EMR) platform to a total of 21 hospitals, on schedule and within budget, and with 84% doctor adoption.
- Advanced our environmental sustainability initiatives with significant progress made in projects that conserve water, reduce waste to landfill and increase use of renewable energy.
- Improved racial and gender representation of our Board, and established a strong baseline score of 7.5 out of 10 for employee perception of diversity and inclusivity at Netcare.
- Significant improvement in preferential procurement spend on >51% black-owned suppliers, >30% black women-owned suppliers and qualifying small enterprises (QSEs), while spend on exempted micro-enterprises (EMEs) remains a key area of focus for FY2023.

See pages 24 to 26 for more on our performance against FY2022 objectives.

Overview of Executive Remuneration for FY2022

On the back of this strong performance, the Remuneration Committee determined that the formulaic outcome under the Single Incentive Plan (SIP) Group balanced scorecard (BSC) was 136.4% of the maximum 150.0% possible. There were no adjustments to the formula, which was based on previously approved performance conditions.

The committee carefully considered overall Group performance as well as the performance of each executive, and approved incentives based on the aggregated score prescribed in the SIP. Each executive had to achieve 60% on their divisional/individual BSC to qualify for an incentive. The approved incentive translated to 7.2%[2] of EBIT inclusive of catch-up awards. The incentive was settled in cash (20%) and deferred shares (80%) in line with the SIP. The number of deferred shares awarded fell below the 1% threshold of total issued shares.

Deferred shares vest over a five-year period for executives with minimum shareholding requirements applicable (outlined on page 22). This is to ensure that the executives are exposed to share price performance and shareholder objectives while offering a competitive value proposition for our executives.

Structure of the report

This report comprises three sections.

The **first section** provides an overview of the roles and responsibilities of the committee, details the key decisions taken during the financial year on executive remuneration, and outlines our engagement with shareholders.

The **second section** gives an overview of our SIP and outlines the financial and non-financial strategic performance targets. These took into account Netcare's recovery following two successive years of operating in an environment dominated by COVID-19.

The **third section** details how we have implemented our current remuneration policy.

The committee believes that the remuneration policy strikes a fair balance between rewarding executives for achieving stretching but motivational short-term objectives linked to long-term strategy, talent retention and the delivery of shareholder value.

The remuneration policy and implementation report will be tabled for approval at the annual general meeting (AGM) on 3 February 2023.

Mr. David Kneale
Remuneration Committee Chairperson

1. *Netcare Bougainville Hospitals has since been sold.*
2. *For more information see page 26.*

Part 1: Background

Role of the Remuneration Committee

The Remuneration Committee oversees the development and implementation of the Group's remuneration policy. This includes determining the appropriate annual financial and non-financial strategic targets to ensure we reward superior performance linked to shareholder and stakeholder expectations, while attracting, motivating and retaining senior executives with appropriate expertise to drive the long-term growth and success of Netcare.

The committee considers the remuneration of the Board chair and the Board of directors, and proposes fee adjustments to shareholders for approval at the AGM. The committee also reviews and recommends any material changes to employee remuneration and benefit structures to the Board for approval, ensuring that the Group's remuneration practices are responsible, internally equitable and externally competitive.

The committee ensures that Netcare's remuneration reporting is straightforward, comprehensive and transparent, and recognises the need for continuous improvement in this regard. As such, we review and approve the remuneration disclosures in the integrated report and any other disclosures required by King IV, the Companies Act and the JSE Listings Requirements. The committee also considers the results of the non-binding vote on remuneration policy and the implementation report, and responds meaningfully to feedback from shareholders.

Committee Composition

The committee is duly constituted in accordance with the JSE Listings Requirements and King IV. In the year under review, it comprised three independent non-executive directors:

- Mr D Kneale (appointed to the Board and the committee on 1 January 2020, retiring with effect from the conclusion of the annual general meeting on 3 February 2023);
- Mr Bower (appointed to the committee on 1 October 2019, and as chair from 3 February 2023); and
- Mrs T Brewer (appointed to the committee on 28 October 2011, and resignation effective 31 December 2022).

Ms L Human and Ms L Stevens will join the committee effective 1 January 2023.

Any member of the Netcare Board is entitled to attend committee meetings as an observer. Netcare's company secretary acts as the secretary of the committee while the chief executive officer (CEO), chief financial officer (CFO), director for human resources and transformation, and external advisors may be invited to attend committee meetings as and when appropriate. No member of the Executive Committee is allowed to attend meetings that relate to their remuneration outcome.

Extracts from the integrated reporting suite continued

Key decisions of the committee in FY2022

The committee met twice during the year to provide strategic guidance and approvals as detailed below.

Key decisions		
2022 salary adjustments *Above CPI-linked salary adjustments for our employees in non-managerial roles and below CPI-linked salary increases for executives and senior managers*	Endorsed the award of higher salary increases to our employees in non-managerial roles. Our nursing staff received higher salary adjustments including a skills allowance, compared to non-nursing employees. The Executive Committee and senior managers received lower salary increases. This decision aligns with our objective of progressively narrowing the income gap between highest and lowest income earners.	Page 24
Wage negotiations *Reached wage agreement with all four trade unions within mandate*	Considered the outcome of wage negotiations for FY2022/23. Pleasingly, these were concluded successfully and agreement was reached on terms and conditions of employment with all four recognised trade unions.	
Special allowances for critical skills *Additional allowances awarded to nurses with clinical specialisation with a portion earmarked for SANC professional registration fees*	Approved additional special allowances to attract and retain nurses with specialised clinical skills. A portion of this was set aside to pay the annual professional registration fees of the South African Nursing Council (SANC). From October 2022, Netcare will pay these annual fees for all practising nurses in our employ.	
Non-executive directors' remuneration	Considered the results of an independent benchmarking exercise of non-executive directors' fees. The outcome informed the proposed adjustments to non-executive directors' remuneration for FY2023, which will be presented for approval at the AGM on 3 February 2023.	Page 30
Short-term incentives (STI) and long-term incentives (LTI)	Reviewed and approved the Group BSC performance for FY2022, and the BSC performance of each Executive Committee member. Based on achieved targets, the committee approved the award of incentives in line with the rules of the SIP.	Page 25
Wrapping up of Forfeitable Share Plan (FSP 3)	Reviewed the performance conditions for the third performance tranche of FSP3, which were due to vest on 1 December 2022; this being the last tranche of the old FSP scheme. • Performance condition 1: average compound annual growth rate over the performance period of headline earnings per share (HEPS) of at least CPI plus 4%; and • Performance condition 2: average return on capital employed (ROCE) of at least the weighted average cost of capital (WACC) plus 6% calculated over the performance period. The third tranche of FSP3 was forfeited as the three-year rolling financial targets of the measured periods (FY2020, FY2021 and FY2022) were adversely affected by COVID-19 disruptions to our operations. There were no adjustments to the formulaic vesting based on the previously disclosed performance conditions.	Page 27
Remuneration Committee terms of reference	Reviewed our terms of reference and recommended them to the Board for approval.	

Shareholder engagement

The Remuneration Committee is committed to enhancing Netcare's remuneration practices and ensuring that our reporting is comprehensive, transparent and meets shareholder expectations. Accordingly, select members of the Executive Committee met with shareholders in November 2021 on Netcare's new SIP. During these meetings, and in subsequent engagements following the 2022 AGM, shareholders provided valuable feedback on the SIP, remuneration policy and implementation report. The committee gave due consideration to this feedback. Below is a summary of salient feedback and our responses.

Feedback	Response
Shareholders enquired whether investment targets will be disclosed; and whether metrics and targets will be disclosed annually.	All financial targets for the measured period will be disclosed at the end of the performance period.
Shareholders requested disclosure of actual results versus targets, for all metrics partially met or not met.	In this year's report, we have disclosed targets and actual results for all financial and non-financial metrics (see page x). We will continue to do so in the future.
Most shareholders agreed that the targets and mechanism of the previous LTI scheme were unrealistic in the current environment.	This has been addressed by replacing the FSP with the SIP from FY2022.
Shareholders recognised that targets for FY2022 should be set in the context of prevailing uncertainty caused by anticipated further waves of COVID-19. However, clarity was sought on how targets would be set for periods beyond FY2022.	As the operating environment normalises, we expect improvement in underlying financial performance in FY2023 and beyond. It is important to note that the targets provide only an indicative range and were set considering current market dynamics and in line with the guidance provided in our results commentary. In terms of the SIP, the Remuneration Committee reviews targets on an annual basis and has discretion to revise targets at the start of each year to ensure they are sufficiently stretching.
The inclusion of non-financial targets was generally well received, particularly performance targets that take environmental, social and governance (ESG) issues into account.	Financial targets are assigned a 60% weighting and non-financial targets a weighting of 40%. Non-financial targets are critical enablers for the Group's overall strategy and support the achievement of financial targets.
Environmental sustainability targets should be measurable and demonstrate that the projects will generate a sufficient return.	Clearly defined and measurable targets have been published in our integrated and ESG reports, and our environmental sustainability initiatives have generated savings and benefits of close to R1.1 billion to date.
The current levels of shareholding of the CEO were considered too low.	The COVID-19 pandemic adversely affected the achievement of performance targets over the last two years. As a result, in terms of the FSP, no shares were allocated to the CEO for the last two financial periods. This, in turn, affected the accumulation of his shares. The SIP will address this issue.
The proposed level of minimum shareholding requirements (MSR) were debated relative to shareholding requirements applied in the United States, noting that American shareholding requirements are much higher than in South Africa, due to the higher share awards received by executives of American listed companies.	The MSR levels proposed for Netcare are aligned with South African benchmarks, where the median MSR for our comparators is 200% of cost to company (CTC) for the CEO, built up over five years. The share component of the SIP will provide substantial exposure to the share price over the next five years, given the MSR. Therefore, if the CEO meets his SIP objectives, with a concomitant award of 200%, of which 80% is share-based, 160% of his package will be delivered in deferred shares. In five years, the CEO should have a potential exposure of five times 160% of deferred shares awarded, with 60% still unvested. This will equate to 4.8 times the CEO's salary, plus the additional 200% of own shares held to meet the MSR. In effect, this will equate to a multiple of nearly seven times the CEO's salary.
Board members' remuneration	Board members' remuneration is externally benchmarked every year and the outcome informs the recommended fee increases submitted for shareholder approval. See page 30 for proposed FY2023 Board remuneration.

The committee is satisfied that it has comprehensively responded to shareholder feedback and expectations. We are pleased that 84.4% of shareholders voted in favour of our remuneration policy (FY2021: 89.8%) and 86.4% voted in favour of our implementation report (FY2021: 95.4%).

	2022			2021		
	Votes in favour	**Votes against**	**Abstentions**	Votes in favour	Votes against	Abstentions
Remuneration policy	**84.4%**	**15.6%**	**1.8%**	89.8%	10.2%	0.1%
Implementation report	**86.4%**	**13.6%**	**0.4%**	95.4%	4.6%	0.1%
Non-executive director remuneration	**94.6%**	**5.4%**	**0.2%**	100.0%	0.0%	0.1%

Non-binding advisory votes

Both the remuneration policy and implementation report for FY2022 will be presented for separate non-binding advisory votes from shareholders at the AGM on 3 February 2023. The related resolutions are set out in the 2022 AGM notice.

Should the remuneration policy and/or implementation report be voted against by 25% or more of the voting rights exercised at the 2023 AGM, we undertake to engage with shareholders to fully understand the reasons for dissenting votes and to address legitimate and reasonable objections raised.

Board approval

The Remuneration Committee reviewed and recommended the remuneration report to the Board for approval. The Board approved the report on 17 November 2022.

Part 2: Remuneration policy overview

Subject to non-binding advisory vote at the AGM on 3 February 2023

FY2022 marked the first year of the SIP. The SIP aims to create flexibility in Netcare's remuneration policy by ensuring that it is responsive to market volatility and remains competitive, while driving and rewarding high performance linked to the long-term delivery of our strategy and shareholder value.

The policy was designed to address the shortcomings of the FSP, which fell short of rewarding executives and senior management appropriately for performance, as 50% of the three-year rolling performance targets were consistently not met. This was due to difficulties in forecasting targets in a volatile market. The second and third tranche of the FSP3 performance vestings were forfeited altogether as the three-year rolling performance targets were not met as a result of the adverse impact of COVID-19 on performance. In addition, FSP3 concluded in December 2022 and the award of FSP4 was deferred and subsequently cancelled, due to difficulty in setting long-term targets within the context of the unfolding pandemic. These factors made the FSP scheme demotivational and presented talent retention risks. Additionally, the performance targets under the FSP scheme were purely financial, leaving no room for strategic non-financial targets, including ESG imperatives.

The SIP responds to these challenges by ensuring that the Group has annual performance targets, approved by the Remuneration Committee, that are realistic and motivational, while being appropriately stretching and linked to Netcare's long-term strategy. The scheme strikes a fair balance between annual financial and strategic non-financial targets, and aligns annual performance and incentives with shareholder and stakeholder expectations. It also presents a competitive value proposition for high-performing executives and senior managers by striking a fair balance between short-term incentives and long-term value, linked to retention and exposure to share price performance. The scheme also addresses the gap created by the deferral of FSP4 through an adjustment to the awards for FY2022 to FY2024 (catch-up awards) to ensure that the intended, market-aligned level of LTI awards are made on average over time, subject to the applicable performance conditions.

The SIP is externally benchmarked to drive and reward a high-performance culture that supports Netcare's strategy of providing person centred health and care that is digitally enabled and data driven, underpinned by the following **strategic priorities:**

Consistency of care
consistently delivering excellent clinical services; and ensuring that the best and safest person centred care is delivered to our patients

Disruptive innovation
implementing medical technologies, digitisation and data solutions for the benefit of our business and patients, and driving sustainability

Transformation of our society
continuing to invest in the growth and development of our employees and communities

Organic growth
driving strategic engagements with doctors and funders, investing to maintain the quality of our facilities and developing new products and services to promote inclusivity and access

Integration
creating strategic and synergistic partnerships between all divisions and functions

Investment
creating economic value and optimising capacity utilisation

Environmental sustainability
maintaining and improving our local and global leadership in environmental sustainability in healthcare and driving environmental performance excellence

The policy aims to achieve a fair balance between a competitive structured package (SP), and STIs and LTIs. It also includes minimum shareholding requirements and malus and claw-back clauses to mitigate the risk of adverse events that could materially harm the company and its stakeholders.

Remuneration policy objectives

Attract, retain and grow
Recruit, retain and grow high-quality employees to achieve Netcare's strategic priorities.

Reward
Ensure that all employees are recognised and rewarded for their performance in a fair, equitable and consistent manner.

Competitive remuneration
Ensure that remuneration and benefits are competitive within the healthcare industry.

Financial wellbeing
Recognise the basic needs of employees and ensure that compensation levels consistently address the cost of living and inflation.

Set goals
Reward employees for achieving predetermined business and personal performance targets, and ensure that remuneration is aligned to documented performance targets.

Sustainability
Ensure that employee costs are within budget as determined by the Executive Committee and approved by the Board, and are therefore sustainable.

Remuneration philosophy

Our remuneration philosophy is to ensure that our employees are fairly, reasonably, responsibly and competitively rewarded for their contribution to the Group's strategic, operating and financial performance. It guides our remuneration policy and supports our ability to attract and retain talent at every level of the organisation while complying with the applicable laws and codes of good practice.

Principle	Value creation
Secure crucial skills.	Provide world class health and care.
Reward the achievement of strategic and operational priorities and exceptional performance.	Delivery of the Netcare strategy and an engaged workforce.
Provide talented executives and managers with appropriate reward and retention mechanisms.	Continued alignment between management and stakeholder objectives for the long-term sustainability of the business.

Benchmarking

Our remuneration policy and practice, including salary increases, STIs, LTIs and benefits, are periodically benchmarked against the broader market and industry to ensure that our remuneration trends are internally equitable and externally competitive, and take into account factors affecting the Group's financial position, the industry and South Africa (SA).

In FY2022, we engaged PwC to benchmark non-executive directors' fees against an appropriate comparator group. In selecting the comparator group, PwC applied the 'closeness metric' using total assets and revenue, both weighted at 50%. This resulted in 12 companies being selected of which six are healthcare and pharmaceutical companies, two are financial services companies with medical aids, two are consumer staples and two are consumer discretionary companies.

The outcome of the benchmark showed that the Group's decision to freeze non-executive directors' fee increases in the main over the last three years, and to only offer inflation linked increases to fees for non-executive directors' roles which fell below the tolerance band, has been effective in ensuring greater alignment with market peers. As a result, the Board resolved to continue the freeze on fee increases for FY2023 for Board roles that remain above the market median and offer inflation linked adjustments to fees for those non-executive directors' roles which are below market, as set out on page 30.

The total cost of the PwC benchmarking exercise amounted to approximately R86 000 excluding value added tax (VAT).

This year, the Remuneration Committee resolved to defer the external benchmarking of the CEO's and CFO's remuneration to January 2023, given that the 2021 benchmarking showed that the annual guaranteed package (AGP) of both executive directors compared well to the market. However, their total rewards inclusive of STI and LTI were lower than market benchmarks, largely due to lower STIs (ex gratia) and the deferral of FSP4 allocations in FY2020. Both directors will receive incentives, to be paid in December 2022 under the SIP, to close this gap. Post this award, an external benchmarking exercise will be conducted to determine whether the gaps identified have narrowed relative to the median of the comparator group.

Executive remuneration structure

The remuneration of Netcare executives comprises fixed remuneration (guaranteed package) and variable remuneration (STIs and LTIs). Hence, the remuneration packages for executive directors, prescribed officers and senior executives for the year ended 30 September 2022 comprised an AGP, and STIs and LTIs awarded in line with the SIP.

Structured package (fixed remuneration)	
Objective	To reflect individual contribution and market value relative to role and to recognise skill and experience.
Basis for determination	Guaranteed pay includes salary and employee benefits. It is determined based on the complexity of the role, market value and the ongoing review of the employee's personal performance and contribution to Netcare's overall performance and values. Guaranteed remuneration is reviewed annually and increases take effect in March. Annual increases consider factors such as prevailing economic conditions, inflation, Group performance and affordability, change in responsibilities, internal and external benchmarks, and average salary increases.
Delivery	Monthly payment after deducting contributions to statutory taxes, retirement funding and medical scheme. The Group also makes contributions to group life assurance cover, funeral cover and disability insurance.

Single Incentive Policy (variable pay)

Objectives

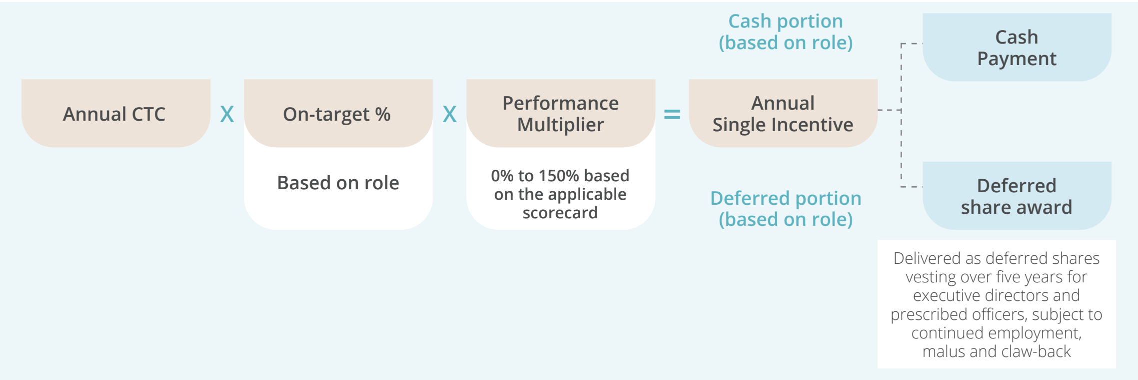
- To reward in cash and deferred shares Group performance and individual contribution in the short term and long term.
- Align with shareholder interests and other important stakeholder objectives.
- Provide a competitive value proposition for loyal high-performing employees and building wealth for them over the longer term.
- Achieve simplification and consistency across the organisation to enhance understanding and administration.
- Develop performance criteria, which are flexible and customised, to drive the required business outcomes and performance on an annually reviewed basis, balanced across financial and non-financial performance.

Eligibility

Executive directors, prescribed officers, senior executives and managers.

Basis of determination

The SIP is calculated by multiplying the individual's annual CTC by an on-target percentage (this being the total incentive for which the individual qualifies when meeting objectives) and the performance multiplier based on BSC achievement for the measured period as illustrated below:



The on-target percentage for 2022 is illustrated in the table below for the various participants:

Executive Leadership	On-target %	Cash %	
CEO	200%	20% of the total	Balance in deferred shares (over 5 years)
CFO and managing director (MD): Hospital Division	165%	20% of the total	Balance in deferred shares (over 5 years)
Other members of the Executive Committee	125%	20% of the total	Balance in deferred shares (over 5 years)

The performance multiplier ranges from zero if none of the threshold levels are achieved to 100% for on-target performance and up to 150% for outperformance:

- Below threshold – 0%
- Threshold – 50%
- On Target – 100%
- Outperform – 150%

Linear interpolation is applied for performance between threshold and target, and target and outperform.

The annual value of the performance multiplier is determined based on Group and functional scorecards. This ensures that the scorecards for different roles drive the performance of the relevant entity/division/function while retaining a minimum level of exposure to Group outcomes for all participants to avoid 'silo' behaviour.

CEO	Group BSC 100%
CFO	Group BSC 80% and divisional BSC 20%
Executives (F Band)	Group BSC 60% and divisional BSC 40%

A score of 60% is required on the BSC at divisional and/or personal and business unit levels to qualify for an incentive.

Extracts from the integrated reporting suite continued

<table>
<tr><th colspan="2">Single Incentive Policy (variable pay) continued</th></tr>
<tr><td>Delivery</td><td>The SIP is settled in cash and shares for executive directors and prescribed officers.

The cash portion is settled annually in December each year.

The balance, in deferred share awards, vest at 20% per annum over five years for the members of the Executive Committee and prescribed officers.

While this formulaic determination provides the quantum of eligibility each year, the Remuneration Committee has discretion to determine the final award.

The deferred awards are governed by a set of plan rules in line with the salient features described below and are issued in December each year.</td></tr>
<tr><td>Salient features of the deferred shares</td><td>• The deferred shares are forfeitable shares that are procured as soon as possible after the award date and held in escrow for the benefit of the participants.
• The shares qualify for ordinary dividends and voting rights, but special dividends must be used to acquire further shares that are subject to the same terms as the underlying awards.
• In the case of fault termination of employment, including resignation, retirement before normal retirement date and dismissal for disciplinary reasons, all unvested awards will be forfeited or cancelled. If the committee decides that the circumstances surrounding the termination warrant that the executive concerned is entitled to retain their deferred shares in terms of the Deferred Share Plan (DSP), then the committee may indicate in writing to such participant that they may retain their award, in full or in part, notwithstanding that they are no longer employed.
• In the case of no-fault terminations of employment, including death, disability, retirement at normal retirement age and termination of employment due to operational reasons, the awards will vest on the original vesting dates, without acceleration, except in the case of death, where the awards will vest as soon as practically possible.
• In the case of change of control, a portion of the awards will vest, on a time pro-rated basis to reflect the portion of the applicable vesting period served, with the balance based on the original terms or replaced by awards of similar value if this is not possible.
• In the event of a change of capital structure, the committee may make changes to the awards so that they have materially the same value before and after the transaction.
• The aggregate costs of the SIP were benchmarked against the costs of continuing the LTI (FSP) and STI scheme. The costs for on-target performance under the proposed SIP are broadly similar over a five-year period.</td></tr>
<tr><td>Other deferred share awards</td><td>The SIP permits the granting of awards of deferred shares that are not part of the annual SIP, including:
• Sign-on awards included in the employment agreement for new employees, generally to compensate them for awards from a previous employer forfeited on resignation; and
• Specific retention or counter-offer awards, which are not generally made to executive directors and prescribed officers.

Such awards are motivated by the CEO and approved by the Remuneration Committee.</td></tr>
<tr><td>Discretion and safeguards</td><td>The annual single incentive is subject to the discretion of the Remuneration Committee, which is applied to reduce the overall quantum of the single incentive, unless there are exceptional circumstances:
• If the aggregate value of the SIP for the year (including the cash and deferred portion but excluding the additional transition/catch-up awards) is more than 8.0% of EBIT; and
• If the total number of deferred share awards for the year is more than 1.0% of shares in issue.</td></tr>
<tr><td>Procurement of deferred shares</td><td>The shares required to settle deferred share awards are purchased in the market as soon as possible after their award and no new shares or treasury shares are used for this purpose.</td></tr>
</table>

Group balanced scorecard 2023

Area	Measure	Weighting	Threshold	On-target	Outperform
Financial Results 60%	EBITDA margin	**15.0%**	FY2022 + 0.5%	FY2022 + 1.0%	FY2022 + 1.5%
	Adjusted HEPS – growth on FY2022	**15.0%**	CPI + GDP + 5.0%	CPI + GDP + 10.0%	CPI + GDP + 15.0%
	ROIC (measured over two-year period i.e. FY2022 and FY2023)	**15.0%**	WACC – 2.5%	WACC – 1.5%	WACC
	Cash conversion (measured over two-year period i.e. FY2022 and FY2023)	**15.0%**	100%	105%	110%
Consistency of Care 10%	**Patient experience:** continued improvement in the nurse compassion score of the patient feedback survey (PFS) for the Hospital Division	**5.0%**	8.16	8.26	8.36
	Doctor engagement: improved likelihood of doctor recommendation of Netcare as the workplace of choice	**2.5%**	7.65	7.75	7.95
	Specialists: gross number of new specialists granted admitting privileges in the Hospital Division	**2.5%**	75	80	85
Digitisation 10%	**CareOn EMRs:** additional number of beds in the Hospital Division linked to CareOn by September 2023	**5.0%**	3 354	3 554	3 817
	CareOn adoption by doctors: adoption of e-scripts	**2.5%**	75.0%	80.0%	85.0%
	CareOn adoption by doctors: adoption of clinical orders	**2.5%**	75.0%	80.0%	82.5%
Environmental sustainability 10%	**Energy efficiency:** additional year-on-year tCO_2e avoidance as a result of energy efficiency projects implemented	**3.0%**	923	1 026	1 077
	Renewable energy: additional year-on-year tCO_2e avoided as a result of renewable energy generated	**3.0%**	965	1 072	1 126
	Water savings: reduction in overall water consumption per bed in use in the Hospital Division	**2.0%**	1.5%	3.0%	5.0%
	General waste: reduction in waste to landfill as % of Hospital Division waste	**1.0%**	35.0%	40.0%	50.0%
	Healthcare risk waste (HCRW): reduction in HCRW to landfill as % of Hospital Division HCRW	**1.0%**	6.3%	6.9%	7.2%
Human capital and transformation 10%	**Preferential procurement:** improved procurement spend on >30% black women-owned enterprises, >51% black-owned enterprises, EMEs and QSEs with overall improvement on procurement rating as % of points available for procurement on the B-BBEE scorecard	**5.0%**	86.0%	89.0%	93.0%
	Employee retention: reduction in voluntary labour turnover	**2.5%**	14.8%	14.0%	13.8%
	Management diversity and inclusivity: increase in overall representation of black managers at middle management as a % of all middle managers	**2.5%**	55.0%	56.5%	58.0%
		100.0%			

1. Tonnes of carbon dioxide emissions.

Extracts from the integrated reporting suite continued

Financial targets

Our 2023 financial targets show ongoing advancement in underlying business performance. The EBITDA margin targets reflect continuing improvement in a challenging market and include costs associated with the implementation of our strategy. In line with our guidance, we expect to incur strategic costs of R275 million in FY2023. A large portion of these costs is attributable to the CareOn project. Although we expect to realise savings of approximately R55 million to R65 million in FY2023, these costs will weigh on margins in the short term and mask the underlying improvement until the second half of FY2024, when the project becomes earnings accretive. In addition, we seek to mitigate the operational challenges in the market through efficiencies as reflected in continuing double digit HEPS growth. The Group remains committed to improving its ROIC in the medium term to exceed WACC. We continue to generate strong cash flows and aim to achieve a two-year cash conversion in excess of 100%.

Non-financial targets

We selected four broad categories of non-financial targets critical to the delivery of our financial metrics:

- **Consistency of care:** We continue to broaden our measurement of clinical outcomes and patient experience to ensure we deliver on our purpose of providing the best and safest care. Accordingly, our FY2023 targets drive focused interventions to improve the compassion displayed by our nurses when caring for our patients (nurse compassion score measured in our PFS). We also intend to increase the number of specialists joining Netcare, and to measure their net revenue contribution and the likelihood of growing and maintaining their practices within the Netcare ecosystem, measured through our annual doctor engagement survey.
- **Digitisation:** Targets for FY2023 aim to advance our healthcare digitisation project, which will transform our business, improve critical care and safety, and deliver efficiencies once fully implemented. We intend to roll out CareOn to a further 17 hospitals with 3 817 beds in FY2023, and to drive continued adoption of EMRs by doctors and all healthcare staff.
- **Environmental sustainability:** Our 2030 environmental sustainability strategy aims to achieve 100% utilisation of renewable energy, zero waste to landfill and 20% reduction in water usage. Accordingly, our FY2023 targets are aligned to this net zero strategy and build on the significant progress already made. In FY2023, we are targeting additional emissions avoidance through our energy efficiency and renewable energy projects currently underway as well as improved water usage per bed and reduced volumes of waste to landfill.
- **Human capital and transformation:** Our people are the heartbeat of our business and play a pivotal role in the delivery of our strategy. In FY2023, we aim to reduce employee turnover in a context of high demand and low supply of clinical, information technology and data science skills, among others. We are targeting improved diversity and inclusion within management; and to accelerate the inclusion of black-owned and black women-owned enterprises, QSEs and EMEs in our supply chain, critical for driving inclusive economic growth, creating employment opportunities and engendering social stability.

Minimum shareholding requirements

We benchmarked our MSR against peers and effected the changes outlined below.

Netcare executives are required to hold shares in the company and retain vested shares awarded under the SIP, to ensure alignment between the interests of executives and shareholders.

The Remuneration Committee approved the MSR policy for the SIP with the following minimum shareholding targets:

Executive leadership	Minimum shareholding requirement
CEO	200% of CTC
CFO	150% of CTC
Other members of the Executive Committee	100% of CTC

The policy requires the MSR to be reached in year five from the date of approval of the SIP, or five years from the date that the committee designates executives to be eligible for the SIP.

Measurement may be reset to a further five years from the prevailing measurement date at the discretion of the committee.

Executives must build up to the target minimum shareholding, following which a new measurement date will be set, on a rolling basis, against which the target minimum shareholding will be measured.

Executives may use personal investment shares or committed shares to satisfy the target minimum shareholding. Once the target minimum shareholding has been achieved, we expect executives to maintain their level of shareholding until termination of employment.

Malus and clawback

The Remuneration Committee confirms that the malus and clawback clauses of Netcare's remuneration policy, approved in 2019/20, are as follows:

Malus (pre-vesting)

All LTI awards and the deferred shares issued under the new SIP to executive directors, prescribed officers and senior executives made after 1 January 2020 are subject to malus provisions. The vesting levels of these awards may be reduced, including to nil, in the following (but not limited to these) instances:

- Deliberately misleading the Group, the market and/or shareholders in relation to the Group's financial performance.
- Misconduct, incompetence or gross negligence with regard to the financial reporting or performance of the Group.

Clawback (post-vesting)

Clawback clauses apply to any variable remuneration awarded from 1 January 2020. In the case of the LTI and SIP, the Remuneration Committee may apply clawback at any time during the three-year period from the date on which variable remuneration vests, if there is reasonable evidence of material misconduct in line with the malus provisions above.

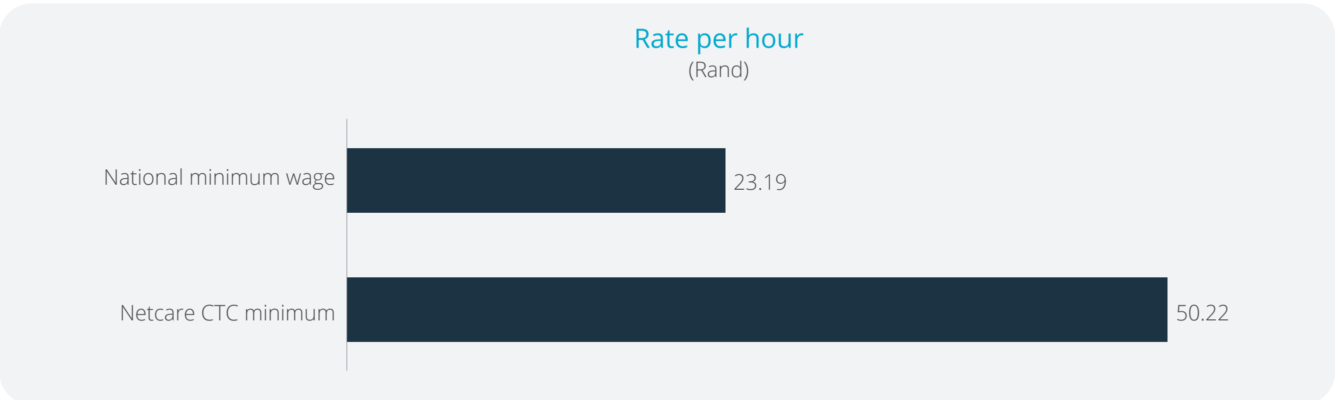
Fair and responsible employee remuneration

Netcare is committed to ensuring that our remuneration policy and practices are externally competitive, fair, responsible and free of any unfair discrimination and prejudice. To give effect to this commitment, we use a reputable job grading system to ensure equal pay for work of equal value. We benchmark salaries against other healthcare companies and non-healthcare companies of similar size to ensure our remuneration is competitive.

We also conduct an income differential analysis annually to ensure that there are no unfair pay differentials based on gender, race or any other social demographics. Our analysis shows that we do not have unfair race and gender pay gaps for work of equal value. Where differentials exist, we investigate the underlying reasons. Typically, these relate to educational levels, work experience and length of service in the role.

In considering King IV Principle 14 on remuneration governance, the global challenge of income gaps between the highest and the lowest earners, and the social inequalities in SA as one of the most unequal societies in the world, we have implemented the measures below to progressively narrow the gap.

- Our minimum wage is 46% above the legislated national minimum wage.



- We offer higher annual salary increments for employees at the lower end of the pay scale compared to lower salary increments for executive directors, prescribed officers and senior executives.
- Employees at non-managerial levels are remunerated based on their structured package plus benefits. The benefits include employer contributions to retirement fund, medical aid membership, group life cover, funeral cover, as well as disability benefits.
- Permanent employees at non-managerial level receive a guaranteed 13th cheque for each completed 12-month period worked. This is paid to employees in service on 31 December of each year.
- All employees below executive level were each allocated 3 000 Netcare shares in October 2019 as part of Netcare's broad-based black economic empowerment (B-BBEE) Employee Share Ownership Scheme (ESOP).
- We offer enhanced maternity and parental leave benefits compared to those prescribed in the Basic Conditions of Employment Act (BCEA).
- We offer our employees a four-month paid maternity leave benefit at 33% of structured package and allow the option of a fifth month without pay. This benefit compares favourably to the BCEA legislated four months unpaid maternity benefit.
- We also offer 10 days of paid parental leave compared to the legislated 10 days unpaid parental leave.
- We provide uniforms to our staff at no cost to them, with the uniform allocation made every 18 months.
- We provide subsidised meals to employees while on duty.

Part 3: Implementation report

Subject to non-binding advisory vote at the AGM on 3 February 2023

This section outlines the implementation of the remuneration policy in FY2022.

We report on the inflation-linked increases in guaranteed packages, the performance outcome of the FY2022 BSC, and the total single incentive approved for executive directors and prescribed officers. We also disclose total figure remuneration and provide a schedule of the forfeitable shares held by executive directors and prescribed officers in line with the applicable requirements of King IV. We conclude with the remuneration of non-executive directors as required by King IV and the Companies Act.

Annual increases

During the financial year, we used Old Mutual's RemChannel data to benchmark the AGP of Executive Committee members and prescribed officers. This benchmark excluded the executive directors, being the CEO and CFO. The outcome showed that the AGPs of the Executive Committee align well with the market median. After taking into consideration the prevailing market conditions, affordability and shareholder expectations, the Remuneration Committee approved lower average salary adjustments for executives, senior managers and prescribed officers, and higher average adjustments for employees within the bargaining units, depending on scarcity of skills.

BSC performance for FY2022

The setting of appropriate financial targets for FY2022 was a difficult task given the high uncertainty that prevailed towards the end of FY2021. SA was emerging from a devastating third wave of COVID-19, normal activity had only just started to recover and the possibility of further waves of COVID-19 remained a significant threat to an accelerated and sustained recovery in FY2022.

Against this background, Netcare forecast both a fourth and fifth wave of COVID-19, with moderate recovery in between these periods. The fourth wave in December 2021 showed a significantly different pattern to the three previous waves, resulting in a 70% reduction in COVID-19 patient days. As a result, first quarter performance was substantially below original budget and target. However, activity began to improve from late January 2022 and with the fifth wave in April and May 2022 exhibiting similar characteristics, growth in elective surgery and normal non-COVID activity accelerated in the second half of the year. This resulted in a substantially better than anticipated financial performance for FY2022.

Given the relatively mild impact of the fourth and fifth waves of COVID-19 on operations, management was also able to apply additional focus to non-financial strategic imperatives. As a result, many of the strategic non-financial targets were achieved and, in certain instances, exceeded as tabled below.

Group BSC FY2022

Area	Measure	Weighting	Threshold	On-target	Outperform	Actual Achieved	Actual Score
Financial results 60%	EBITDA margin	15.0%	14.1%	14.6%	15.1%	**16.2%**	**22.5%**
	Adjusted HEPS	15.0%	56.7	63.0	69.3	**83.2**	**22.5%**
	ROIC	15.0%	6.7%	7.7%	10.7%	**8.8%**	**17.7%**
	Cash conversion	15.0%	90.0%	100.0%	110.0%	**113.0%**	**22.5%**
Consistency of care 10%	Care4YOU compassion programme: number of hospitals rolled out by September 2022	5.0%	30	50	50 by July 2022	**50 by July 2022**	**7.5%**
	Improved levels of compassion displayed by nurses as a result of Care4YOU	5.0%	8.00	8.11	8.20	**8.11**	**5.0%**
Digitisation 10%	CareOn EMRs: number of hospitals rolled out by September 2022	5.0%	15	20	21	**21**	**7.5%**
	CareOn adoption by doctors: adoption of e-scripts	2.5%	50.0%	70.0%	80.0%	**84.0%**	**3.75%**
	CareOn adoption by doctors: adoption of clinical orders	2.5%	50.0%	70.0%	80.0%	**84.0%**	**3.75%**
Environmental sustainability 10%	Reduction in carbon emissions (tCO_2e) through the implementation of energy efficient projects	5.0%	1 200	1 400	1 500	**1 479**	**7.0%**
	Reduction in water usage (kl) through recycling/efficiency projects	3.0%	19 900	21 900	22 300	**28 096**	**4.5%**
	Reduction in general waste to landfill percentage in pilot projects	2.0%	60.0% of general waste	75.0% of general waste	Achieve target and add 4 new hospitals to the pilot, improving their diversion to landfill by 20.0% from FY2021 baseline	**79.0% and piloted waste project in four new hospitals, improving their waste diversion by more than 20%**	**3.0%**
Transformation 10%	Board and management race and gender diversity: percentage of the points available for the management control overall pillar of the B-BBEE scorecard	5.0%	60.0%	64.0%	68.0%	**60.2%**	**2.6%**
	Inclusion of QSEs, EMEs and black-owned enterprises: percentage of the points available for preferential procurement in the B-BBEE scorecard	3.0%	75.0%	80.0%	85.0%	**81.8%**	**3.6%**
	Diversity and culture: # sites engagement, diversity and inclusion survey rolled out to by September 2022	2.0%	50.0%	100.0% by September 2022	100.0% by July 2022	**100.0% by July 2022**	**3.0%**
		100.0%					**136.4%**

Extracts from the integrated reporting suite continued

Financial targets: normalised Group EBITDA improved by 9.5% to R3 496 million (FY2021: R3 193 million). Higher activity levels in the second half of FY2022, together with lower COVID-19 costs and ongoing efficiencies, resulted in strong operating leverage and an improvement in Group EBIDTA margins of 100 basis points to 16.2% (FY2021: 15.2%). Normalised profit after taxation increased by 20.0% to R1 085 million (FY2021: R904 million) and adjusted HEPS increased by 23.4% to 83.2 cents (FY2021: 67.4 cents). The Group's ROIC improved to 8.8% (FY2021: 7.9%), below historical norms due to adverse trading conditions since the onset of COVID-19 in March 2020. The cash conversion ratio was 113.0% (FY2021: 118.8%).

Strategic non-financial targets: excellent progress was made in driving the strategic non-financial projects intended to operationalise Netcare's long-term strategy across our entire ecosystem, which will position Netcare to benefit from the long-term dynamics that drive healthcare demand. Below is a summary of achievements, with details available in the integrated and ESG reports.

- ✓ **Consistency of care:** We successfully initiated the Care4YOU compassion-based training programme at 50 Netcare hospitals, covering more than 23 000 employees, including contractors' staff. The programme has had a positive impact in improving the patient experience, evidenced by a higher nurse compassion score of 8.11. We had initially targeted the roll out of Care4YOU to 53 hospitals. Five hospitals were closed during the financial year (Netcare Bougainville, Netcare Ceres, Netcare Clinton, Netcare Optiklin and Netcare Union hospitals). Netcare Alberton Hospital was opened in April 2022 bringing the total number of hospitals at year-end to 49. Netcare Bougainville was closed after Care4YOU had been rolled out.

- ✓ **Digitisation:** We rolled out CareOn to 21 Netcare hospitals with 4 828 beds and approximately 13 700 active users, comprising nurses, doctors, allied health professionals, pharmacists and administrative personnel. The Group has already realised savings and benefits of R37 million in FY2022 from this transformative project.

- ✓ **Environmental sustainability:** Linked to our net zero strategy, our FY2022 targets set out to achieve further reduction in year-on-year carbon emissions, water consumption and waste generation across all our facilities. We met all our targets. We avoided an additional 1 479 tonnes of carbon dioxide emissions (tCO2e) through our energy efficiency projects, saved 28 096 kilolitres (kl) of water through recycling, and recycled more than 79.0% of general waste at targeted facilities. This is the equivalent of driving 321 cars for an entire year (4.6 tonnes/annum/car) and filling 72 Olympic-sized swimming pools with water.

- ✓ **Transformation of society:** We advanced racial and gender diversity in our management team and supply chain, and successfully rolled out the employee engagement survey, which gave us a high baseline score of 7.5 on a scale of 0 to 10 for employee perceptions of inclusivity at Netcare. We achieved 54.5% representation of black directors on our Board (dtic target: 50.0%) and 45.5% representation of black women (dtic target: 25.0%). Pleasingly, we also met and exceeded the Department of Trade, Competition and Industry (dtic) targets and our own stretch targets for FY2022 on procurement spend with >51% black-owned suppliers, achieving 51.4% (R5.9 billion) of measurable spend with this supplier group (dtic target: 50.0%). Procurement spend on black women-owned suppliers was 32.6% (R3.7 billion) of measurable spend (dtic target: 12.0%). Our R1.0 billion procurement spend on QSEs represents 9.1% of measurable spend (dtic target: 15.0%) in line with the threshold target, while our procurement spend of R543 million with EMEs represents 4.7% of measurable spend (dtic target: 15.0%), falling below threshold. As a result, we met all our procurement targets.

The Group achieved an overall performance score of 136.4% against the maximum 150.0% possible for outperformance. This qualified for payment of the SIP (inclusive of catch-up awards intended to close the gap caused by the deferral and subsequent cancellation of FSP4) equivalent to 7.2% of EBIT including strategic costs. Without the catch-up awards, the SIP incentive amounted to 6.3% of EBIT including strategic costs.

Our Internal Audit team audited the Group BSC performance. The scores relating to the financial results are extracted from the audited annual financial statements on which Deloitte has issued an unmodified audit opinion. GCX independently verified our carbon emissions declarations and Empowerdex verified our BBBEE scores.

Total incentive awards paid to executives and prescribed officers

Based on this performance, potential eligibility and weighted BSC results for each director, the Board, on the recommendation of the Remuneration Committee, acknowledged the extraordinary efforts of management and approved the payment of the SIP based on the formula below:

Annual CTC X On-target % X Performance multiplier 0% – 150% = Annual single incentive

The table below outlines the approved total SIP for executive directors and prescribed officers.

Name	Annual CTC (actual)	On-target	Performance multiplier	Annual single incentive	% cash	Cash	% shares	Shares	Vesting period
RH Friedland	10 638 690	200%	136.4%	29 022 346	20%	5 804 469	80%	23 217 877	5 years
KN Gibson	5 699 903	165%	133.8%	12 581 232	20%	2 516 246	80%	10 064 985	5 years
J Du Plessis	5 181 925	165%	130.1%	11 126 173	20%	2 225 235	80%	8 900 938	5 years
T Akaloo	3 867 966	125%	116.8%	5 649 164	20%	1 129 833	80%	4 519 331	5 years
MFS Da Costa	4 776 408	125%	135.2%	8 074 517	20%	1 614 903	80%	6 459 614	5 years
CE Grindell	3 687 429	125%	135.7%	6 255 539	20%	1 251 108	80%	5 004 431	5 years
WN Van Der Merwe	4 342 574	125%	132.1%	7 169 590	20%	1 433 918	80%	5 735 672	5 years

FSP3 performance vesting

The FSP scheme ends in December 2022. Following a review of the performance conditions for tranche 3, due to vest on 1 December 2022, all shares were forfeited. The performance parameters were not met due to two of the measured trailing years falling within the COVID-19 period.

Performance parameter	Target
ROCE (over three years) **50% weighting**	ROCE of WACC plus 6% = 17.3% **Target not met**
HEPS **50% weighting**	HEPS of CPI plus 4% **Target not met**

Remuneration of executive directors and prescribed officers

The table below provides an outline of the executive directors and prescribed officers' remuneration, in terms of total single-figure remuneration, as required by King IV and in line with the guideline note issued by the Institute of Directors South Africa and the South African Reward Association.

	Annual guaranteed package			Single incentive			Single Rem	Paid in 2022	
	Salary and benefits	Retirement fund savings and contributions	**Guaranteed package**	Cash Portion	Deferred share portion	**Total single incentive**	**Total single-figure remuneration**	Incentive paid in cash	Incentive paid in deferred shares
Executive directors									
RH Friedland	10 327 566	661 739	**10 989 305**	5 804 469	23 217 877	**29 022 346**	**40 011 651**	5 804 469	23 217 877
KN Gibson	5 349 198	367 563	**5 716 761**	2 516 246	10 064 985	**12 581 231**	**18 297 992**	2 516 246	10 064 985
	15 676 764	**1 029 302**	**16 706 066**	**8 320 715**	**33 282 862**	**41 603 577**	**58 309 643**	**8 320 715**	**33 282 862**
Prescribed officers									
J Du Plessis	4 880 584	315 611	**5 196 195**	2 225 235	8 900 938	**11 126 173**	**16 322 367**	2 225 235	8 900 938
CE Grindell	3 465 827	247 212	**3 713 039**	1 251 108	5 004 431	**6 255 539**	**9 968 578**	1 251 108	5 004 431
MFS Da Costa	4 477 964	298 444	**4 776 408**	1 614 903	6 459 614	**8 074 517**	**12 850 925**	1 614 903	6 459 614
T Akaloo	3 621 971	257 351	**3 879 322**	1 129 833	4 519 331	**5 649 164**	**9 528 486**	1 129 833	4 519 331
WN van der Merwe	4 072 272	282 936	**4 355 208**	1 433 918	5 735 672	**7 169 590**	**11 524 799**	1 433 918	5 735 672
	20 518 618	**1 401 554**	**21 920 172**	**7 654 997**	**30 619 986**	**38 274 983**	**60 195 155**	**7 654 997**	**30 619 986**

Extracts from the integrated reporting suite continued

R	Guaranteed package	Bonuses	Total
Executive directors			
2021			
RH Friedland	10 603 383	3 000 000	13 603 383
KN Gibson	5 510 001	2 000 000	7 510 001
	16 113 384	5 000 000	21 113 384
Prescribed officers			
2021			
J Du Plessis	5 008 356	1 700 000	6 708 356
CE Grindell	3 519 835	1 400 000	4 919 835
S Mhlongo	1 603 803	–	1 603 803
T Akaloo	3 739 030	1 000 000	4 739 030
WN van der Merwe	4 218 277	1 200 000	5 418 277
	18 089 301	5 300 000	23 389 301

Forfeitable shares

Number of options held by executive directors and prescribed officers at 30 September 2022.

Number of options	Grant date	1 Oct 2021	Granted	**Shares forfeited during the year**	**Exercised (sold and retained)**	**30 Sep 2022**	**Market price at exercise date (cents)**	**Gain arising on exercise R'000**
Executive directors								
RH Friedland	FSP 2: 20-Jan-16	519 028	–	**(444 868)**	**(74 160)**	**–**	**14.08**	**1 044**
KN Gibson	FSP 2: 20-Jan-16	221 923	–	**(190 214)**	**(31 709)**	**–**	**14.08**	**446**
Prescribed officers								
T Akaloo	FSP 3: 20-Jan-18	87 500	–	**(75 000)**	**(12 500)**	**–**	**14.08**	**176**
J Du Plessis	FSP 3: 20-Jan-18	177 869	–	**(152 454)**	**(25 415)**	**–**	**14.08**	**358**
CE Grindell	FSP 3: 20-Jan-18	98 625	–	**(81 736)**	**(16 889)**	**–**	**14.08**	**238**
MFS Da Costa[1]	FSP 3: 20-Jan-18	126 703	–	**(108 598)**	**(18 105)**	**–**	**14.08**	**255**
WN van der Merwe	FSP 3: 20-Jan-18	127 082	–	**(108 924)**	**(18 158)**	**–**	**14.08**	**256**
		1 358 730	–	**(1 161 794)**	**(196 936)**	**–**		**2 773**

1. MFS Da Costa was designed as a prescribed officer during the financial year.

Health Partners for Life

The following share options were held by directors and prescribed officers at 30 September 2022:

Number of options	Grant date	1 October 2021	Exercised	**30 September 2022**	**Weighted average exercise price**
Executive directors					
KN Gibson	2 Oct 2006	1 041	–	**1 041**	
Weighted average exercise price		12.34		**12.34**	
Prescribed officers					
CE Grindell	25 Oct 2006	1 200	–	**1 200**	
Weighted average exercise price		6.42		**6.42**	
		2 241	–	**2 241**	

No share options were granted in FY2022 (FY2021: nil).

2 241 Health Partners for Life share options had vested as at 30 September 2022 (FY2021: 2 241).

Non-executive director remuneration

Non-executive directors are paid a fixed fee for their services as directors and for services provided as members of Board committees. These fees vary depending on their committee roles. Fees are set at levels that will attract and retain the calibre of directors necessary to contribute to a highly effective Board. Non-executive directors do not qualify for participation in any share or incentive schemes.

Board and governance committee meeting attendance

The table below outlines the number of Board meetings and committee meeting held as per the Memorandum of Incorporation. In addition, various additional or ad hoc meetings were held during FY2022to support and provide counsel to the executive team.

Director	Board		Audit		Risk		Nominations		Remuneration		Consistency of Care		Social and Ethics	
T Brewer[1]	C	4/4			M	2/2	C	3/3	M	2/2			M	2/2
MR Bower	M	4/4	C	3/3	M	2/2			M	2/2				
B Bulo	M	4/4	M	3/3	C	2/2					M	2/2		
L Human	M	4/4			M	2/2	M	3/3			M	2/2		
D Kneale[2]	M	3/4	M	2/3			M	3/3	C	2/2				
MJ Kuscus[3]	M	4/4			M	2/2					C	2/2	M	2/2
T Leoka[4]	M	3/3	M	2/2	M	1/1							M	1/1
KD Moroka[5]	M	4/4					M	3/3					C	2/2
R Phillips[6]	M	3/3									M	1/1	M	1/1

C – Chairperson
M – Member
O – Attendance by invitation
1. T Brewer's resignation effective 31 December 2022.
2. D Kneale's retiring with effect from the conclusion of the AGM on 3 February 2023.
3. MJ Kuscus' retiring effective 31 December 2022.
4. Dr T Leoka appointed effective 1 January 2022.
5. Adv KD Moroka's retiring effective 31 December 2022.
6. Dr R Phillips appointed effective 1 January 2022.

Fees paid to non-executive directors

(based on Board, committee and ad hoc committee attendance)

R'000	Board	Audit	Nominations	Risk	Remuneration	Social and Ethics	Consistency of Care	Finance and Investment	**2022 total**	2021 total
T Brewer	1 340		179	136	126	126		252	**2 159**	2 117
MR Bower	685	253		136	126			252	**1 452**	1 399
B Bulo	685	179		193			186		**1 243**	1 243
L Human	685		126	136			186		**1 133**	1 133
D Kneale	685	179	126		195				**1 185**	1 176
MJ Kuscus	685			136		126	235		**1 182**	1 182
T Leoka	513	134		68		94			**809**	–
K Moroka	685		126			179			**990**	990
R Phillips	513					94	139		**746**	–
Total	6 476	745	557	805	447	619	746	504	**10 899**	9 240

Extracts from the integrated reporting suite continued

Proposed non-executive directors' fees

The Remuneration Committee has proposed a variable increase in non-executive directors' fees (exclusive of VAT) for FY2023, informed by a PWC benchmarking exercise.

The increases remain subject to shareholder approval at the AGM on 3 February 2023. The fees that have been adjusted have been referenced accordingly, and the balance remain at current levels.

PWC has independently benchmarked the proposed fees, with the following comparators used in the benchmark:

- Publicly disclosed non-executive director fees for a comparator group of companies listed on the JSE.
- Quartile benchmarks to ensure that accurate data is provided.

Based on the findings of the PWC benchmarking, the following fee adjustments are being tabled for approval by shareholders at the 2023 AGM.

Proposed non-executive director fees

R'000	**Proposed 2023**	% Increase	Actual 2022	Actual 2021
Board				
Chair	**1 420**	6%	1 340	1 340
Member	**685**	0%	685	685
Audit Committee				
Chair	**268**	6%	253	242
Member	**179**	0%	179	179
Nomination Committee				
Chair	**179**	0%	179	179
Member	**126**	0%	126	126
Risk Committee				
Chair	**205**	6%	193	193
Member	**144**	6%	136	136
Remuneration Committee				
Chair	**206**	6%	195	186
Member	**126**	0%	126	126
Social and Ethics Committee				
Chair	**179**	0%	179	179
Member	**126**	0%	126	126
Consistency of Care Committee				
Chair	**235**	0%	235	235
Member	**186**	0%	186	186
Payable per meeting				
Ad hoc committees (including the Finance and Investment Committee)	**42**	0%	42	42

Note: values exclude VAT.

Extract 2 Analysis of shareholders

Shareholder analysis

	Number of shareholders	Percentage of shareholders	**Number of shares in issue[1]**	Percentage of issued share capital
Shareholder Spread				
1 – 1,000	14 810	52.67	**2 732 949**	0.20
1,001 – 50,000	12 079	42.96	**89 490 269**	6.69
50,001 – 100,000	400	1.42	**28 883 097**	2.16
100,001 – 10,000,000	816	2.90	**682 851 197**	51.03
10,000,001 and above	14	0.05	**534 285 204**	39.92
Total	28 119	100.00	**1 338 242 716**	100.00
Distribution of shareholders per category				
Individuals	24 435	86.90	**93 800 490**	7.01
Private companies	565	2.01	**23 606 726**	1.76
Nominees and trusts	1 622	5.77	**20 498 918**	1.53
Banks and brokerage firms	69	0.25	**34 895 368**	2.61
Sovereign wealth funds	14	0.05	**59 239 895**	4.43
Insurance companies	116	0.41	**75 235 341**	5.62
Pension Funds and medical aid schemes	655	2.33	**519 617 266**	38.83
Collective investment schemes and mutual funds	643	2.29	**511 348 712**	38.21
Total	28 119	100.00	**1 338 242 716**	100.00
Public and non-public shareholdings				
Public	28 117	99.99	**1 337 448 569**	99.94
Non-public	2	0.01	**794 147**	0.06
Total	28 119	100.00	**1 338 242 716**	100.00

1. Number of shares in issue net of treasury shares.

Extracts from the integrated reporting suite continued

	Number of shares in issue[1]	Percentage of issued share capital
Beneficial shareholders 5% or more	**350 436 896**	26.19
Total	**350 436 896**	26.19
Investment Manager Top 10		
Public Investment Corporation (SOC) Limited	**265 944 574**	19.87
Old Mutual Investment Group (South Africa) (Pty) Limited	**74 106 644**	5.54
Truffle Asset Management (Pty) Limited	**62 512 086**	4.67
Capital Research Global Investors	**54 400 495**	4.07
The Vanguard Group, Inc.	**54 145 070**	4.05
Visio Capital Management (Pty) Ltd.	**41 935 149**	3.13
Templeton Asset Management Ltd.	**33 010 847**	2.47
Vunani Fund Managers (Pty) Ltd.	**31 599 358**	2.36
Ninety One SA Pty Ltd.	**30 896 661**	2.31
Laurium Capital (Pty) Ltd	**30 814 647**	2.30
Total	**679 365 531**	50.77
Beneficial Owner Top 10		
Public Investment Corporation Limited	**361 510 009**	27.01
American Funds SMALLCAP World Fund	**47 756 119**	3.57
Alexforbes Investments Solution Limited	**47 271 673**	3.53
Norges Bank Investment Management (NBIM)	**41 878 471**	3.13
Old Mutual Life Assurance Company SA	**31 852 602**	2.38
Vanguard Emerging Markets Stock Index Fund (US)	**20 321 281**	1.52
Vanguard Total International Stock Index Fund	**19 116 174**	1.43
Eskom Pension and Provident Fund	**18 224 470**	1.36
Truffle SCI SA Equity Fund	**13 031 326**	0.97
Ninety One Emerging Companies Fund	**10 691 664**	0.80
Total	**611 653 789**	45.71
Geographic Ownership		
South Africa	**950 161 650**	71.00
International	**388 081 066**	29.00
Total	**1 338 242 716**	100.00

1. Number of shares in issue net of treasury shares

Extract 3 Ordinary share capital

Number of shares (million)	**2022**	2021
Authorised		
Ordinary shares of no par value	**2 500**	2 500
Issued		
Shares in issue at beginning and end of year	**1 439**	1 439
Treasury shares		
Treasury shares at beginning of year	**(102)**	(104)
Purchase of treasury shares	**(2)**	–
Sale of treasury shares	**3**	2
Treasury shares at end of year	**(101)**	(102)
Total issued ordinary shares (net of treasury shares)	**1 338**	1 335
Treasury shares are held as follows:		
Health Partners For Life B-BBEE Trusts	**96**	96
Single Incentive Plan	**2**	–
Forfeitable Share Plan	**3**	6

Rm	**2022**	2021
Authorised		
Ordinary shares of no par value	**25**	25
Issued ordinary share capital		
Balance at beginning and end of year	**4 297**	4 297

Extracts from the integrated reporting suite continued

Extract 4 Directors' responsibility and approval

The directors of Netcare Limited are responsible for the preparation and integrity of the annual financial statements of the Company and the Group, which have been prepared under the supervision of the chief financial officer, Mr KN Gibson, CA(SA). These annual financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee (APC), Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council (FRSC), the requirements of the South African Companies Act, No 71 of 2008 (the Companies Act), CTSE and the JSE Listings Requirements in line with the accounting policies of the Group, which are supported by prudent judgements and estimates. The Group's external auditors, Deloitte & Touche, are engaged to express an independent opinion on these financial statements, which has been presented on pages 11 to 13[1].

To enable the directors to fulfil this responsibility, the Group maintains internal accounting and administrative control systems designed to provide reasonable assurance that assets are safeguarded and that transactions are executed and recorded in accordance with the Group's policies and procedures to prevent and detect material misstatement and loss.

The directors are of the opinion that such accounting and administrative control systems have been maintained during the year. Nothing has come to the attention of the Netcare Board that caused it to believe that the Group's system of internal controls and risk management are not effective and that the internal financial controls do not form a sound basis for the preparation of reliable financial statements. The directors have considered control deficiencies identified by the internal and external auditors and have concluded that these have not resulted in a material misstatement of these financial statements. The directors have considered the proposed and completed remedial actions in respect of the identified control deficiencies.

The annual financial statements are prepared on a going concern basis and in accordance with IFRS. These financial statements are audited by the external auditors in conformity with International Standards on Auditing.

The annual financial statements were approved by the Board of directors on 17 November 2022 and are signed on its behalf by:

T Brewer
Non-executive Board Chair

RH Friedland
Chief Executive Officer

KN Gibson
Chief Financial Officer

Sandton

17 November 2022

1. Page numbers refer to the pages in the full annual financial statements.

Extract 5 Directors' interests in Netcare ordinary shares

The beneficial and non-beneficial interests of directors and prescribed officers in the ordinary shares of the Company were:

Number of shares	1 October 2021	Options exercised	Disposed	30 September 2022	Directly[1]
Executive directors					
RH Friedland	255 653	**74 106**	**(34 856)**	**294 957**	**294 957**
KN Gibson	482 924	**31 709**	**(14 904)**	**499 729**	**499 729**
Prescribed officers					
J du Plessis	101 643	**25 415**	**(11 946)**	**115 112**	**115 112**
WN van der Merwe	72 620	**18 158**	**(8 535)**	**82 243**	**82 243**
MFS Da Costa[2]	72 404	**18 105**	**(8 510)**	**81 999**	**81 999**
CE Grindell	57 570	**16 889**	**(7 939)**	**66 520**	**66 700**

1. The direct shares held are beneficial.
2. MFS Da Costa was designated as a Prescribed Officer during the financial year.

Board of directors

To create and protect value for stakeholders as Netcare transforms to a patient centred organisation that is digitally enabled and data driven, the Board approves strategy, sets policy, ensures capital prudence and oversees the Group's governance frameworks and control environment.

Non-executive directors

C

T (Thevendrie) Brewer | 50

Independent Board chair
BCom, PGDA, CA(SA)
Appointed: 24 January 2011
Tenure: 11 years
Board attendance: 4/4
Resigned: effective 31 December 2022.
Skills: Governance, healthcare, general business management, global commerce, investment banking, financial services, legal, human resources, compensation, public policy.

C

MR (Mark) Bower | 67

Independent non-executive director
BCom (Cum Laude), BCompt, BCompt (Hons), CA(SA)
Appointed: 23 November 2015
Tenure: 7 years
Board attendance: 4/4
New appointments: appointed chair of the Board and Nomination Committee, and as a member of the Social and Ethics Committee effective 1 January 2023 and as chair of the Remuneration Committee effective 3 February 2023.
Skills: Governance, general business management, global commerce, financial services, human resources, compensation.

C

B (Bukelwa) Bulo | 45

Independent non-executive director
BBusSci Hons, PGDA, CA(SA)
Appointed: 23 November 2015
Tenure: 7 years
Board attendance: 4/4
New appointments: appointed chair of the Audit Committee effective 1 January 2023.
Skills: Governance, general business management, investment banking, financial services.

L (Lezanne) Human | 53

Independent non-executive director
BSc Hons Operations Research (Cum Laude), MSc Applied Mathematics (Cum Laude), MBA (Cum Laude)
Appointed: 13 May 2019
Tenure: 3 years
Board attendance: 4/4
New appointments: appointed chair of the Consistency of Care Committee and as a member of the Remuneration Committee effective 1 January 2023.
Skills: Governance, digital/large scale technology implementation, general business management, global commerce, financial services.

C

D (David) Kneale | 68

Independent non-executive director
BA
Appointed: 1 January 2020
Tenure: 3 years
Board attendance: 3/4
Retired: effective 3 February 2023.
Skills: Governance, healthcare, general business management, global commerce, financial services, compensation.

C

MJ (Martin) Kuscus | 67

Independent non-executive director
BA Cur, EDP
Appointed: 1 July 2008
Tenure: 14 years
Board attendance: 4/4
Retired: effective 31 December 2022.
Skills: Governance, healthcare, general business management, global commerce, human resources, public policy.

Audit Committee
Nominations Committee
Risk Committee
Remuneration Committee
Social and Ethics Committee
Consistency of Care Committee
C Chair

Non-executive directors continued

Dr T (Thabi) Leoka | 43

Independent non-executive director
BA (Hons) MA, MSc Economics and Economic History, PhD in Economics
Appointed: 1 January 2022
Tenure: 9 months
Board attendance: 3/3
New appointments: appointed chair of the Risk Committee effective 1 January 2023.
Skills: Governance, economics and emerging markets economics, general business management, global commerce.

C

Adv KD (Kgomotso) Moroka | 68

Independent non-executive director
BProc, LLB
Appointed: 23 July 2006
Tenure: 16 years
Board attendance: 4/4
Retired: effective 31 December 2022.
Skills: Governance, healthcare, general business management, financial services, legal, human resources, public policy.

Dr R (Rozett) Phillips | 52

Independent non-executive director
MBChB, MBA, Dip Future Studies (USB)
Appointed: 1 January 2022
Tenure: 9 months
Board attendance: 3/3
New appointments: appointed chair of the Social and Ethics Committee and as a member of the Nomination Committee effective 1 January 2023.
Skills: Governance, general business management, strategy consulting, digital/large scale technology implementation, human capital (transformation).

Executive directors

Dr RH (Richard) Friedland | 60

Chief executive officer
BvSc, MBBCh (Cum Laude), Dip Fin Man, MBA
Appointed: 15 May 1997
Tenure: 25 years
Board attendance: 4/4
Skills: Governance, healthcare, digital/large scale technology implementation, general business management, global commerce, financial services, human resources, compensation, environmental and sustainability management.

KN (Keith) Gibson[1] | 52

Chief financial officer
BAcc, CA(SA)
Appointed: 10 November 2011
Tenure: 11 years
Board attendance: 4/4
Skills: Governance, healthcare, general business management, global commerce, investment banking, financial services, human resources, compensation.

New appointments

Effective from 1 January 2023

I (Ian) Kirk | 64

Independent non-executive director
CA (SA)
Appointed: 1 January 2023
Skills: Governance, general business management, financial services, global commerce, strategy consulting, compensation.

L (Louisa) Stephens | 46

Independent non-executive director
CA (SA) and Chartered Director
Appointed: 1 January 2023
Skills: Governance, general business management, global commerce, debt and equity financing, investment management, corporate finance, credit management.
Appointed member of the Audit Committee and Remuneration Committee effective 1 January 2023.

Attendance at individual committee meetings Shareholder report.

Shareholders' diary

Annual general meeting	3 February 2023

Reports

Interim results announcement	May
Final results announcement	November

Dividends

Ordinary dividends	**Declared**	**Paid**
Interim	May	June
Final	November	January

Preference dividend		
Interim	April	May
Final	October	November

Proxy form

for the year ended 30 September 2022

Netcare Limited

Registration number: 1996/008242/06
JSE share code: NTC
ISIN: ZAE000011953
(Netcare or the Company)

Form of Proxy – for use at the 26th annual general meeting (AGM) of the Company to be held virtually at 10:00 on Friday, 3 February 2023.

This proxy form is only for use by:

1. Registered members who have not yet dematerialised their shares in the Company, and
2. Registered members who have already dematerialised their shares in the Company and are registered in their own names in the Company's sub-register*.
3. This form is to be read in conjunction with the rights extended to shareholders in terms of section 58 of the Companies Act.

I/We (full name)	of (address)
email address	contact number
holding	ordinary shares in the Company,
do hereby appoint	or failing him/her,

or failing them, the chair of the meeting as my/our proxy to vote for me/us and on my/our behalf at the 26th AGM of the Company to be held on Friday, 3 February 2023 at 10:00 and at any adjournment or postponement thereof as follows:

Insert X in the appropriate block

Resolution	For	Against	Abstain
1. Ordinary resolutions number 1.1 to 1.5: Re-election and election of directors			
Ordinary resolution 1.1: M Bower			
Ordinary resolution 1.2: B Bulo			
Ordinary resolution 1.3: L Human			
Ordinary resolution 1.4: I Kirk			
Ordinary resolution 1.5 L Stephens			
2. Ordinary resolution number 2: Re-appointment of independent external auditors			
3. Ordinary resolutions number 3.1 to 3.4: Appointment of Audit Committee members			
Ordinary resolution 3.1: M Bower			
Ordinary resolution 3.2: B Bulo (chair)			
Ordinary resolution 3.3: T Leoka			
Ordinary resolution 3.4: L Stephens			
4. Ordinary resolution number 4: Signature of documents			
5. Non-binding resolution number 1: Approval of the remuneration policy			
6. Non-binding resolution number 2: Approval of the implementation report			
7. Special resolution number 1: General authority to repurchase shares			
8. Special resolution number 2: Approval of non-executive directors' remuneration for the period 1 October 2022 to 30 September 2023			
9. Special resolution number 3: Financial assistance to related and inter-related companies in terms of sections 44 and 45 of the Companies Act			

Every person present and entitled to vote at the AGM as a member or as a representative of a body corporate shall, on a show of hands, have one vote only, irrespective of the number of shares such person holds or represents, but in the event of a poll, every share shall have one vote. Indicate instructions to proxy by way of a cross in the space provided above. Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Signed at	this	day of	2022/2023
Signature		assisted by (if applicable)	

* *Members registered in their own names are members who have appointed CTSE Registry Services Central Securities Depository Participant (ABSA Investor Services) with the express instruction that their uncertificated shares are to be registered in the electronic sub-register of members in their own names.*

Please read the notes and instructions overleaf.

Proxy form continued

1. A member may insert the name(s) of one or more proxies (none of whom needs to be a member of the Company) in the space provided, with or without deleting the words 'chair of the meeting'. The person whose name stands first on the proxy form and has not been deleted and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are indicated, the proxy shall be exercised by the chair of the AGM.
2. A member's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that member in the appropriate box/boxes provided. Failure to comply with the above will be deemed to authorise the proxy to vote as he/she thinks fit or, where the proxy is the chair, such failure shall be deemed to authorise the chair to vote in favour of the resolutions in respect of all the members' votes exercisable thereat.
3. The completion and lodging of this proxy form shall in no way preclude the member from attending, speaking and voting in person at the AGM to the exclusion of any proxy appointed in terms hereof.
4. Should this proxy form not be completed and/or received in accordance with these notes, the chair may accept or reject it, provided that in respect of this acceptance, the chair is satisfied as to the manner in which the member wishes to vote.
5. Documentary evidence establishing the authority of the person signing the proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the Company's transfer secretary or waived by the chair of the AGM.
6. Where this proxy form is signed under power of attorney, such power of attorney must accompany this form unless it has previously been registered with the Company.
7. Where shares are held jointly, all joint holders are required to sign.
8. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity have been produced or have been registered by the Company's transfer secretary.
9. Any alteration or correction made to this proxy form must be signed in full and not initialed by the signatories.
10. This proxy form must be lodged at the registered office of the Company or the transfer secretary, CTSE Registry Services, Cape Town Stock Exchange, 5th Floor, 68 Albert Road, Woodstock, Cape Town, 7925 or by email: netcare@4Axregistry.co.za preferably not later than 48 hours (10:00 on Wednesday, 01 February 2023) before the AGM.

Disclaimer

Certain statements in this document constitute ‘forward-looking statements’. Forward-looking statements may be identified by words such as ‘believe’, ‘anticipate’, ‘expect’, ‘plan’, ‘estimate’, ‘intend’, ‘project’, ‘target’, ‘predict’ and ‘hope’. By their nature, forward-looking statements are inherently predictive, speculative and involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future, involve known and unknown risks, uncertainties and other facts or factors which may cause the actual results, performance or achievements of the Group, or the healthcare sector to be materially different from any results, performance or achievement expressed or implied by such forward-looking statements. Forward-looking statements are not guarantees of future performance and are based on assumptions regarding the Group’s present and future business strategies and the environments in which it operates now and in the future. No assurance can be given that forward-looking statements will prove to be correct and undue reliance should not be placed on such statements.

Any forward-looking information contained in this notice has not been reviewed or reported on by the Company’s external auditors.

Forward-looking statements apply only as of the date on which they are made, and Netcare does not undertake other than in terms of the JSE and A2X Listings Requirements respectively to update or revise any statement, whether as a result of new information, future events or otherwise.