

NMC HEALTH PLC

NOTICE OF 2018 ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your shares in NMC Health plc (the Company), please send this document, together with the accompanying Form of Proxy, as soon as possible, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain these documents.

The Annual General Meeting will be held at Allen & Overy LLP, One Bishops Square, London E1 6AD on 28 June 2018 at 2.30p.m. A Form of Proxy for the Annual General Meeting is enclosed and should be completed and returned as soon as possible. To be valid, it must reach the Company's registrars, Link Asset Services, no later than 2.30p.m. (UK time) on 26 June 2018. Completion and return of the Form of Proxy will not prevent you from attending and voting at the Annual General Meeting in person, should you so wish.

Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained in the Notice of Annual General Meeting contained in this document.

25 May 2018

TO ALL SHAREHOLDERS OF NMC HEALTH PLC

Dear Shareholders

This document contains the Notice of the 2018 Annual General Meeting of NMC Health plc which will be held at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD at 2.30p.m. on 28 June 2018. You are warmly invited to attend the meeting and, even if you are unable to attend, to vote on the resolutions by proxy by completing and returning the enclosed Form of Proxy.

Resolution polls

All resolutions will be voted on by way of a poll. This will result in a more accurate reflection of the views of Shareholders by ensuring that every vote is recognised, including the votes of all Shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each Shareholder has one vote for every Ordinary Share held.

Executive Remuneration

Included as Resolution 2 at the meeting is a vote in relation to the approval of the Company's 2017 Directors' Remuneration Report. This is an advisory vote with the Company bound only to set Directors' remuneration within the parameters of the Directors' Remuneration Policy which was approved by shareholders in December 2016.

The Committee has proposed some changes to the operation of Executive remuneration for 2018, remaining of course within the parameters of our Directors' Remuneration Policy, and enhanced disclosure of our financial and non-financial metrics in the Short-term Incentive Plan, in line with the commitment, outlined in the 2016 Annual Report, to provide more detailed disclosure.

In 2017 and early 2018, members of the Remuneration Committee held a number of meetings with the Company's larger institutional shareholders, the Investment Association and a proxy agency to discuss the Company's Executive remuneration levels and structure. The Committee's proposed approach to Executive remuneration for 2018 was, we believe, well received, particularly in relation to the targets set for both the Company's Long-Term and Short-term Incentive Plan and remuneration levels in general. Feedback in relation to management and company performance in these meetings was excellent.

Following its own discussions and feedback from our larger shareholders, the Remuneration Committee has now finalised its Executive Remuneration plans for 2018 and these are set out in detail in the Directors' Remuneration Report 2017 in the enclosed 2017 Annual Report.

The Board and the Remuneration Committee look forward to shareholder support for resolution 2 at the Annual General Meeting.

Executive Management and Board Committees

As shareholders will be aware there have been some Board changes since the 2017 Annual General Meeting. Both Binay Shetty and Keyur Nagori stepped down from the Board, whilst Khalifa Bin Butti re-joined the Board as Executive Vice Chairman and Hani Buttikhi joined the Board as an Executive Director and Chief Investment Officer. This increase of Executive Directors, alongside a strengthening and increased depth of the management structure in the Corporate Office, leaves the Group well placed for further strategic growth in the future.

The remainder of the Board has been unchanged for several years providing good stability and continuity as the Non-Executive Directors support management on behalf of shareholders. At this stage in the Company's development, the Board has taken the opportunity to refresh the Board Committee structures. The new Board Committee membership, as set out in the 2017 Annual Report, is as follows:

AUDIT COMMITTEE

Lord Clanwilliam (Chair)
Jonathan Bomford
Dr Nandini Tandon

NOMINATIONS COMMITTEE

Mark Tompkins (Chair)
Abdulrahman Basaddiq
Salma Hareb

REMUNERATION COMMITTEE

Jonathan Bomford (Chair)
Mark Tompkins
Dr Ayesha Abdullah
Dr Nandini Tandon

CLINICAL GOVERNANCE COMMITTEE

Dr Ayesha Abdullah (Chair)
Prasanth Manghat
Dr C R Shetty

Further information

This document also contains explanatory notes for all of the resolutions to be put to the Annual General Meeting. Further information relating to the Company and financial information on the Company is set out in the Company's annual report and accounts for the year ended 31 December 2017, which is enclosed with this document.

Recommendation

Your Directors consider all the resolutions to be in the best interests of the Company and our shareholders as a whole. They unanimously recommend that shareholders vote in favour of all the resolutions as they intend to do in respect of their entire shareholdings and interests which amount to 96,093,952 Ordinary Shares, representing approximately 46.16 per cent. of the Company's issued share capital.

Yours faithfully



H. J. Mark Tompkins
Joint Non-Executive Chairman



Dr B. R. Shetty
Joint Non-Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2018 Annual General Meeting of NMC Health plc will be held at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD on 28 June 2018 at 2.30p.m., to consider, and, if thought fit, to pass the following resolutions. It is intended to propose resolutions 18, 19 and 20 as special resolutions (requiring a 75 per cent. majority). All other resolutions will be proposed as ordinary resolutions. Voting will be by way of a poll.

1. THAT the Company's audited financial statements and the reports of the Directors and the Auditors for the financial year ended 31 December 2017 be received and adopted. **(Resolution 1)**
2. THAT the Directors' Remuneration Report for the financial year ended 31 December 2017, as set out on pages 58 to 77 of the 2017 Annual Report, be approved. **(Resolution 2)**
3. THAT a final dividend of 13.0 pence per Ordinary Share in respect of the financial year ended 31 December 2017 payable on 10 July 2018 to holders of Ordinary Shares who are recorded on the Register of Members at close of business on 15 June 2018, be declared. **(Resolution 3)**
4. THAT Ernst & Young LLP be re-appointed as auditors of the Company from the end of this meeting until the conclusion of the Company's next Annual General Meeting at which accounts are laid before the Company. **(Resolution 4)**
5. THAT the Audit Committee of the Board be authorised to set the remuneration of the auditors. **(Resolution 5)**
6. THAT Mr H. J. Mark Tompkins, who is retiring and offering himself for re-election, be re-elected as a Director of the Company. **(Resolution 6)**
7. THAT Dr B. R. Shetty, who is retiring and offering himself for re-election, be re-elected as a Director of the Company. **(Resolution 7)**
8. THAT Mr Khalifa Bin Butti, who is retiring and offering himself for re-election, be re-elected as a Director of the Company. **(Resolution 8)**
9. THAT Mr Prasanth Manghat, who is retiring and offering himself for re-election, be re-elected as a Director of the Company. **(Resolution 9)**
10. THAT Mr Hani Buttikhi, who is retiring and offering himself for re-election, be re-elected as a Director of the Company. **(Resolution 10)**
11. THAT Dr Ayesha Abdullah, who is retiring and offering herself for re-election, be re-elected as a Director of the Company. **(Resolution 11)**
12. THAT Mr Abdulrahman Basaddiq, who is retiring and offering himself for re-election, be re-elected as a Director of the Company. **(Resolution 12)**
13. THAT Mr Jonathan Bomford, who is retiring and offering himself for re-election, be re-elected as a Director of the Company. **(Resolution 13)**
14. THAT Lord Clanwilliam, who is retiring and offering himself for re-election, be re-elected as a Director of the Company. **(Resolution 14)**
15. THAT Mrs Salma Hareb, who is retiring and offering herself for re-election, be re-elected as a Director of the Company. **(Resolution 15)**
16. THAT Dr Nandini Tandon, who is retiring and offering herself for re-election, be re-elected as a Director of the Company. **(Resolution 16)**
17. THAT in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised to:
 - a) make political donations to political parties or independent election candidates, as defined in sections 363 and 364 of the Act, not exceeding £20,000 per company and, together with such donations made by any such subsidiary and the Company, not exceeding in aggregate £20,000;
 - b) make political donations to political organisations other than political parties, as defined in sections 363 and 364 of the Act, not exceeding £20,000 per company and, together with such donations made by any such subsidiary and the Company, not exceeding in aggregate £20,000; and
 - c) Incur political expenditure, as defined in section 365 of the Act, not exceeding £20,000 per company and, together with such expenditure incurred by any such subsidiary and the Company, not exceeding in aggregate £20,000, in each case during the period beginning with the date of the passing of this resolution and, unless renewed prior to such time, ending on 30 June 2019 or, if sooner, the conclusion of the next Annual General Meeting of the Company, provided that the authorised sum referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the day on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company (or its subsidiary, as the case may be) enters into any contract or undertaking in relation to the same. **(Resolution 17)**

18. THAT the Directors be generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the Act), to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
- (i) up to a maximum aggregate nominal amount of £1,040,812.90, (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the Act) allotted under paragraph (ii) below); and
 - (ii) comprising equity securities (as defined in section 560 of the Act) of the Company and be given the power to allot such equity securities for cash (including where such allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act) as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,040,812.90, (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph (i) above)
- provided that this authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2019, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require shares or other equity securities to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or other equity securities or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the power and authority conferred hereby had not expired. Any previous unutilised authorities under sections 551, 570 and 573 of the Companies Act 2006 shall cease to have effect. **(Resolution 18)**.
19. THAT if resolution 18 is passed, the Directors be authorised, in addition to any authority granted under resolution 18, pursuant to section 551 of the Act, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
- (i) up to a maximum aggregate nominal amount of £1,040,812.90, (such amounts to be reduced by the nominal amount of any equity securities (as defined in section 560 of the Act) allotted under paragraph (ii) below); and
 - (ii) comprising equity securities (as defined in section 560 of the Act) of the Company and be given the power to allot such equity securities for cash (including where such allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act) as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,040,812.90, (such amounts to be reduced by the nominal amount of any equity securities allotted under paragraph (i) above),
- provided that:
- (iii) the additional authority provided for in this resolution 19 is used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place prior to the allotment and is disclosed in the announcement of the allotment; and
 - (iv) this additional authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2019, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require shares or other equity securities to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or other equity securities or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the power and authority conferred hereby had not expired.
- Any previous unutilised authorities under sections 551, 570 and 573 of the Companies Act 2006 shall cease to have effect. **(Resolution 19)**.
20. That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice. **(Resolution 20)**

BY ORDER OF THE BOARD

Simon. A. Watkins
Group Company Secretary
NMC Health plc

Registered Office:
Level 1 Devonshire House
One Mayfair Place
London
W1J 8AJ

25 May 2018

Registered in England and Wales No. 07712220

EXPLANATORY NOTES TO RESOLUTIONS

Resolution 1 - Financial Statements and Directors' and Auditors' reports

The Company is required to present the accounts for the year ended 31 December 2017 and the reports of the Directors and auditors to the Annual General Meeting for approval.

Resolution 2 - Directors' Remuneration Report

This resolution seeks shareholders' approval, by way of an advisory vote, of the Directors' Remuneration Report for 2017 which can be found on pages 58 to 77 of the 2017 Annual Report circulated with this Notice.

Resolution 3 - Dividend

This resolution is to approve the payment of the final dividend recommended by the Board for the year ended 31 December 2017 of 13.0 pence per Ordinary Share. This will become due and payable on 10 July 2018 to all shareholders on the Company's share register at close of business on 15 June 2018.

Resolution 4 - Re-appointment of the Auditors

This resolution is to re-appoint Ernst & Young LLP as auditors of the Company to hold office from the end of the Annual General Meeting to the end of the next annual general meeting at which accounts are laid before the Company.

Resolution 5 - Remuneration of the Auditors

This resolution is to authorise the Audit Committee of the Board to determine the remuneration of the auditors.

Resolutions 6 to 16 - Annual Re-election of Directors

Pursuant to the provisions of the Company's Articles of Association, all Directors are required to retire annually and, if they wish to continue to act as such, need to submit themselves for re-election by shareholders at the annual general meeting of the Company each year. Any Directors appointed since the last Annual General Meeting of the Company must also submit themselves for re-election.

Resolutions 6 to 16 are individual resolutions for the re-election of each of the following Directors:

- Mr. H. J. Mark Tompkins (Independent Non-Executive Director and Chairman of the Company since 7 March 2012, and Non-Executive Joint Chairman since 8 March 2017) (Resolution 6);
- Dr. B. R. Shetty (Executive Director from 20 July 2011 to 7 March 2017 and Non-Executive Joint Chairman since 8 March 2017) (Resolution 7);
- Mr Khalifa Bin Butti (Executive Vice Chairman since 28 June 2017) (Resolution 8);
- Mr. Prasanth Manghat (Executive Director since 26 June 2014 and Chief Executive Officer from 8 March 2017) (Resolution 9);
- Mr Hanu Buttikhi (Executive Director and Chief Investment Officer since 28 June 2017) (Resolution 10);
- Dr. Ayesha Abdullah (Independent Non-Executive Director since 26 June 2014) (Resolution 11);
- Mr. Abdulrahman Basaddiq (Non-Executive Director since 24 February 2014) (Resolution 12);
- Mr. Jonathan Bomford (Independent Non-Executive Director since 27 June 2013 and Senior Independent Director) (Resolution 13);
- Lord Clanwilliam (Independent Non-Executive Director since 7 March 2012) (Resolution 14);
- Mrs. Salma Hareb (Independent Non-Executive Director since 26 June 2014) (Resolution 15); and
- Dr. Nandini Tandon (Independent Non-Executive Director since 26 June 2014) (Resolution 16).

Each of the above Directors has confirmed that they wish to be re-elected by shareholders at the Annual General Meeting. Details of the experience and independence of each of the Directors submitting themselves for re-election are set out on pages 38 and 39 of the 2017 Annual Report.

Resolutions 6, 11 and 13 to 16 - re-election of Independent Non-Executive Directors

The Company is required to comply with certain provisions of the Listing Rules relating to controlling shareholders and the re-election of Independent Non-Executive Directors of the Company. As the Company has controlling shareholders the election or re-election of any independent director by shareholders must be approved by a majority vote of both:

1. the shareholders of the Company; and
2. the independent shareholders of the Company (that is the shareholders of the Company entitled to vote on the election of directors who are not controlling shareholders of the Company).

Resolutions 6, 11 and 13 to 16 are therefore being proposed as ordinary resolutions on which all shareholders may vote but, in addition, the Company will separately count the number of votes cast by independent shareholders in favour of each of these resolutions (as a proportion of the total votes of independent shareholders cast on the resolution) to determine

whether the second threshold referred to in 2 above has been met. The Company will announce the results of voting on resolutions 6, 11 and 13 to 16 on this basis as well as announcing the results of the voting of all shareholders on these resolutions. Under the Listing Rules, if a resolution to re-elect an independent Director is not approved by a majority vote of both the shareholders as a whole and the independent shareholders of the Company at the Annual General Meeting, a further resolution may be put forward to be approved by the shareholders as a whole at a general meeting which must be held more than 90 days, but within 120 days, after the date of the first vote. Accordingly, if any of Resolutions 6, 11 and 13 to 16 are not approved by a majority vote of the Company's independent shareholders at the Annual General Meeting, the relevant Director(s) will be treated as having been re-elected only for the period from the date of the Annual General Meeting until the earlier of (i) the close of any general meeting of the Company, convened for a date more than 90 days but within 120 days of the Annual General Meeting, to propose a further resolution to re-elect him or her, (ii) the date which is 120 days after the Annual General Meeting and (iii) the date of any announcement by the Board that it does not intend to hold a second vote. In the event that the Director's re-election is approved by a majority vote of all shareholders at a second meeting, the Director will then be re-elected until the next annual general meeting.

Resolution 17 - Political Donations and Expenditure

As stated in the Annual Report, the Company has not made any donations to political parties, or election candidates, in the year ended 31 December 2017 and does not intend to do so in future financial years. However, the law as set out in the Act is very broad in its drafting. In particular, the broad definitions of political donations and political expenditure may have the effect of covering a number of normal business activities and expenditure that would not be thought to be donations to political parties, such as attendance at seminars and other functions to which politicians may be invited or supporting organisations involved in policy review and law reform.

Therefore, like many other UK listed companies, and as the Company has done at previous the annual general meetings, we are asking for shareholder authority for a limited level of expenditure to ensure that the Company does not commit an inadvertent or technical breach of the Act.

Resolutions 18 and 19 - Authority to allot shares

Your Directors may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by shareholders. It is normal for UK listed companies to seek the approval of shareholders to give the Directors authority to issue shares at each annual general meeting.

This year, the Board are seeking an authority through resolution 18 to allot Ordinary Shares up to an aggregate nominal amount equal to £1,040,812.90 (representing 10,408,129 Ordinary Shares). This amount is approximately 5% of the issued ordinary share capital of the Company as at 21 May 2018, the latest practicable date prior to publication of the Notice.

Pursuant to the authority that will be given by shareholders if this resolution is passed, any allotment of shares up to this maximum aggregate amount may include shares issued in connection with a pre-emptive offer by way of a rights issue and to allot Ordinary Shares or grant rights over Ordinary Shares or sell treasury shares where the Board propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings.

Resolution 19 seeks for an additional authority to be given to the Board to enable them to allot a further aggregate nominal amount equal to £1,040,812.90 (representing 10,408,129 Ordinary Shares) which is approximately 5% of the issued ordinary share capital of the Company as at 21 May 2018, the latest practicable date prior to publication of the Notice. As set out in resolution 19, this additional authority can only be used by the Board in connection with an acquisition or specified capital investment. Resolution 19 is submitted as a separate resolution as recommended by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group.

As at 21 May 2018, the latest practicable date prior to publication of the Notice, the Company does not hold any shares in treasury.

The authorities contemplated within resolutions 18 and 19, which are within guidelines recommended by institutional shareholders, will expire at the end of the annual general meeting in 2019 after the passing of this resolution or at the close of business on 30 June 2019, whichever is the earlier. The Directors have no current intention of using these new authorities, but in line with the practice of other UK listed companies, would intend to seek a renewal of such authorities at each annual general meeting.

Resolution 20 - Notice period for general meetings

The notice period required by the Act for general meetings of the Company is 21 days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual general meetings must always be held on at least 21 clear days' notice. The authority granted by this Resolution 20, if passed, will allow the Board to call a general meeting on not less than 14 clear days' notice and will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

EXPLANATORY NOTES REGARDING ANNUAL GENERAL MEETING VOTING AND ATTENDANCE

Proxies

1. Members are entitled to appoint a proxy/proxies to exercise all or any of their rights to attend, speak and vote on their behalf at the Annual General Meeting. A proxy need not also be a shareholder of the Company and may vote on any other business which may properly come before the Annual General Meeting. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. A person who appoints as their proxy someone other than the Chairman is responsible for ensuring that the proxy attends the Annual General Meeting and is aware of the voting intention of the member. If no voting instruction is given, the proxy has discretion on whether and how to vote. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted, the senior holder being the first named of the joint holders to appear in the Company's share register.
2. To be valid, the Form of Proxy must be completed and lodged with Link Asset Services not later than 2.30p.m. on 26 June 2018 (or 48 hours before any adjourned meeting). If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. A proxy should be submitted by post on the enclosed Form of Proxy which is pre-paid. Return of a completed proxy form or any CREST proxy instruction (as described below) will not prevent a member attending the Annual General Meeting and voting in person if he/she wishes to do so. Further details relating to proxies are set out in the notes on the enclosed Form of Proxy.

CREST electronic proxies

3. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
4. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (CREST proxy instruction) must be properly authenticated in accordance with Euroclear UK and Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of Annual General Meeting, being 2.30p.m. on 26 June 2018. For this purpose, the time of receipt shall be taken as the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
5. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s) to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by a particular time. In this connection, CREST members and, where applicable, CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. Appointing a proxy will not prevent a member from attending in person and voting at the meeting should he or she so wish.

Documents on display and available for inspection

7. Copies of agreements under which the Executive Directors of the Company are employed, together with copies of the terms and conditions of appointment of Non-Executive Directors, are available for inspection at the Company's registered office during normal business hours (Saturdays, Sundays and U.K. public holidays excepted) and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.
8. Copies of the following documents will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and U.K. public holidays excepted) at the registered office of the Company and on the website of the Company at <http://www.nmchealth.com> up to and including 28 June 2018:
 - i. the Memorandum and Articles of Association of the Company;
 - ii. the Company's Annual Report; and
 - iii. this document.

Right to attend and vote

9. The Company specifies that in order to have the right to attend and vote at the Annual General Meeting (and in accordance with the Company's Articles of Association and pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001) and also for the purpose of determining how many votes a person entitled to attend and vote may cast, a person must be entered on the register of members of the Company by no later than 6.00 p.m. on 26 June 2018 or, in the event of any adjournment, at 6.00 p.m. on the date which is two business days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

Accounts and Auditor

10. Shareholders should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to:
 - i. the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or
 - ii. any circumstance connected with the auditor of the Company ceasing to hold office since the previous meeting at which accounts and reports were laid in accordance with section 437 of the Companies Act 2006 that the members propose to raise at the Annual General Meeting.

The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Nominated Persons

11. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.

The statement of the rights of the members in relation to the appointment of proxies set out in paragraphs 1 to 6 above, does not apply to Nominated Persons. Those rights can only be exercised by shareholders of the Company.

Corporate shareholders

12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member, provided that no more than one corporate representative exercises powers over the same share.

Questions at the meeting

13. Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such questions relating to the business being dealt with at the Annual General Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Annual General Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or good order of the Annual General Meeting that the question be answered.

Voting Rights

14. The total issued share capital of the Company as at 21 May 2018 (being the latest practicable date prior to the publication of this Notice) was 208,162,598 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 21 May 2018 are 208,162,598. On 21 May 2018 the Company held no shares in treasury. On a vote by a show of hands every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll vote every member who is present in person or by proxy has one vote for every Ordinary Share they hold.
15. The Chairman will propose that voting on the resolutions at the Annual General Meeting will be conducted by poll vote rather than by a show of hands, ensuring that every vote is recognised and giving a more accurate reflection of the views of members. The relevant procedures will be explained at the Annual General Meeting.
16. The contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Annual General Meeting, the total voting rights that members are entitled to exercise at the Annual General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website at <http://www.nmchealth.com>.

Communication

17. Shareholders are advised that unless otherwise specified, the telephone numbers, website and email addresses set out in this Notice or proxy forms are not to be used for the purpose of serving information or documents on the Company, including the service of documents or information relating to proceedings at the Company's Annual General Meeting.
18. The results of the Annual General Meeting will be posted on the Company's website (<http://www.nmchealth.com/shareholder-information/>) after the Annual General Meeting.

Form of Proxy

NMC Health plc is committed to reducing paper and improving efficiency in its shareholder communications. From 2019 we will no longer be sending paper proxy cards to shareholders unless specifically asked to do so. We will provide advice on how to request a paper proxy at the appropriate time.

