



## NMC HEALTH PLC

### Notice of 2019 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, 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 this document.

The Annual General Meeting will be held at Allen & Overy LLP, One Bishops Square, London E1 6AD on 20 June 2019 at 2.30 p.m. To be valid, you may vote your shares through the registrars share portal at [www.signalshares.com](http://www.signalshares.com) or, 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 on page 9 of this document.

All proxy instructions relating to the Annual General Meeting, must reach the Company's registrars, Link Asset Services, no later than 2.30p.m. (UK time) on 18 June 2019. Submission of a proxy instruction will not prevent you from attending and voting at the Annual General Meeting in person, should you so wish.

#### **NMC HEALTH PLC**

(Incorporated and registered in England and Wales  
with registered number 07712220)

20 May 2019

**To all Shareholders of NMC Health plc**

**Dear Shareholders**

This document contains the Notice of the 2019 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 2.30 p.m. on 20 June 2019. You are warmly invited to attend the meeting and, even if you are unable to attend, to vote on the resolutions by 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.

**Proposed increase in permitted maximum number of Directors**

In addition to normal business at the Annual General Meeting, consisting of resolutions which have been put to shareholders in prior years, there is one additional resolution being proposed this year for shareholder approval.

Following recent consideration and discussion by the Nominations Committee of the preferred qualifications, experience and attributes of the additional Independent Non-Executive Director appointed recently, and in consideration of future board succession planning, the Board would like to have the flexibility to increase the size of the Board to up to fourteen Directors, an increase of two above the existing limit of twelve.

Flexibility in relation to the number of permitted Directors will ensure that the Board can increase or provide additional expertise in relation to specific specialisms or key geographies on the Board. Amongst other benefits, such an approach is expected to assist in providing a more conservative and smoother transition when Directors step down from the Board.

This proposed change would be authorised through an amendment to the Company's articles of association through the passing of resolution 20 in the attached Notice of Annual General Meeting.

**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 2018, 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 78,502,957 Ordinary Shares, representing approximately 37.6 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 2019 Annual General Meeting of NMC Health plc will be held at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD on 20 June 2019 at 2.30 p.m., to consider and, if thought fit to pass, the following resolutions. It is intended to propose resolutions 18 to 21 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 2018 be received and adopted. **(Resolution 1)**
2. THAT the Directors' Remuneration Report for the financial year ended 31 December 2018, as set out on pages 62 to 78 of the 2018 Annual Report, be approved. **(Resolution 2)**
3. THAT a final dividend of 18.1 pence per Ordinary Share in respect of the financial year ended 31 December 2018 payable on 10 July 2019 to holders of Ordinary Shares who are recorded on the Register of Members at close of business on 14 June 2019, 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 Tarek Alnabulsi, who is retiring and offering himself for re-election, be re-elected as a director of the Company. **(Resolution 12)**
13. THAT Mr Abdulrahman Basaddiq, who is retiring and offering himself for re-election, be re-elected as a director of the Company. **(Resolution 13)**
14. THAT Mr Jonathan Bomford, who is retiring and offering himself for re-election, be re-elected as a director of the Company. **(Resolution 14)**
15. THAT Lord Clanwilliam, who is retiring and offering himself for re-election, be re-elected as a director of the Company. **(Resolution 15)**
16. THAT Mrs Salma Hareb, 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 2020 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 £1,043,361.00, (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 £1,043,361.00, (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 2020, 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 £1,043,361.00, (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 £1,043,361.00, (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 2020, 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 article 50 of the Company's Articles of Association be amended with the word "twelve" being deleted and the word "fourteen" being inserted in its place. **(Resolution 20)**

21. THAT a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.

**(Resolution 21)**

#### **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

20 May 2019

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 2018 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 2018 which can be found on pages 62 to 78 of the 2018 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 2018 of 18.1 pence per Ordinary Share. This will become due and payable on 10 July 2019 to all shareholders on the Company's share register at close of business on 14 June 2019.

### 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 Hani 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. Tarek Alnabulsi (Independent Non-Executive Director since 5 April 2019) (Resolution 12);
- Mr. Abdulrahman Basaddiq (Non-Executive Director since 24 February 2014) (Resolution 13);
- Mr. Jonathan Bomford (Independent Non-Executive Director since 27 June 2013 and Senior Independent Director) (Resolution 14);
- Lord Clanwilliam (Independent Non-Executive Director since 7 March 2012) (Resolution 15); and
- Mrs. Salma Hareb (Independent Non-Executive Director since 26 June 2014) (Resolution 16).

An externally-facilitated Board evaluation was undertaken by Prism Boardroom during 2018. The purpose of the Board evaluation was to focus on the effectiveness of both the Board and its Committees and to provide assurance that Board members, individually and collectively, operate in the interests of all key stakeholders.

The conclusion of the evaluation report is that "the Board is operating effectively and healthily". The Company therefore considers that all Directors have been, and will continue to be, effective Directors for the Board. Further information in relation to the Board evaluation is included on page 46 of the 2018 Annual Report.

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 of each of the Directors submitting themselves for re-election are set out on pages 7 and 8 of this document.

### Resolutions 6, 11, 12 and 14 to 16 - re-election of Independent Non-Executive Directors

The Company is required to comply with certain provisions of the Listing Rules (LR 9.2.2E) 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, 12 and 14 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, 12 and 14 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, 12 and 14 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.

The Board consider all of the Independent Non-Executive Directors to be independent. As the Company has Controlling Shareholders, the effectiveness of the relationship between the Independent and the Non-Independent members of the Board was also a point of focus for the 2018 Board evaluation outlined above. As a result of the Independent evaluation of the Board, the Company consider all the Independent Directors are being effective in their role.

The Independent Non-Executive Directors are aware of their obligations to notify the Board in relation to any circumstances which may affect their independence, including those matters set out in provision 10 of the UK Corporate Governance Code. The independence of the relevant Directors is considered by the Board and all the Independent Directors have confirmed to the Company that, except as otherwise disclosed in this document, there is no existing or previous relationship, transaction or arrangement that the Independent Directors have or have had with the Company, its Directors, any controlling shareholder or any associate of a controlling shareholder.

Any information required pursuant to Listing Rule 13.8.17, of each of the Directors submitting themselves for re-election is set out above and on pages 7 and 8 of this document.

#### **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 2018 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 Board are seeking an authority through resolution 18 to allot Ordinary Shares up to an aggregate nominal amount equal to £1,043,361.00 (representing 10,433,610 Ordinary Shares). This amount is approximately 5% of the issued ordinary share capital of the Company as at 10 May 2019, 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 £1,043,361.00 (representing 10,433,610 Ordinary Shares) which is approximately 5% of the issued ordinary share capital of the Company as at 10 May 2019, 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 10 May 2019, 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 2020 after the passing of this resolution or at the close of business on 30 June 2020, 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 - Amendment to Articles of Association to increase the permitted number of Directors**

As outlined above, the Directors have considered the structure and diversity of the Board and have decided that they wish to have the flexibility for additional Directors to be appointed to the Board. This is intended to be utilised where the Board feel that specific additional experience or skills are desirable on the Board and also to assist in relation to Board succession planning.

At present, the Company's Articles of Association restrict to twelve the total number of Directors, both Executive and Non-Executive Directors, that can be appointed. In order to appoint additional Directors, the maximum number of Directors permitted under the Company's Articles of Association would need to be increased. Resolution 20, if adopted, increases the maximum number of Directors who may be appointed to the Board to fourteen.

#### **Resolution 21 - 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 21, 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.

## BOARD BIOGRAPHIES AND NOTES

### Board of Directors

#### DR B. R. SHETTY

Non-Executive Joint Chairman

Nationality: Indian

Appointed as Director: 20 July 2011

Relevant Experience:

- Business Entrepreneur
- Founder, Director and principal shareholder of NMC Health
- Pioneer in the development of the private healthcare sector in the UAE
- Other Board positions and material investments in financial, hospitality, food and beverage, pharmaceuticals, education and environmental sectors

#### MR H. J. MARK TOMPKINS

Non-Executive Joint Chairman <sup>3</sup> <sup>4</sup>

Nationality: British

Appointed as Director: 7 March 2012

Relevant Experience:

- Significant public company experience on the Boards of listed companies in USA, UK, France, Spain and Canada. He was for 8 years a Non-Executive Director of Sodexo S.A including 6 years as a member of the Audit Committee
- Initial career experience in investment banking and then management consulting with Booz, Allen and Hamilton, gaining a wide range of functional and sector experience
- Previously CEO of Compagnie Financier Haussmann, a French listed property development, investment and management company
- Since 1975, he has operated his own real estate business and then an investment and consultancy business, with significant investments in, and strategic, financial and governance advice to, both private and public companies across multiple sectors

#### MR KHALIFA BIN BUTTI

Executive Vice Chairman

Nationality: Emirati

Appointed as Director: 1 July 2017

Relevant Experience:

- Has significant Abu Dhabi financial industry insight
- At the age of 27 he was appointed Chairman & CEO of Brokerage House Securities LLC.
- Established KBBO (Khalifa Butti Bin Omeir) Group, which includes One Financial (operations in UK, China, UAE, Saudi Arabia, Kuwait, Jordan & other areas of the Middle East).
- Has extensive experience in Chairman/Vice Chairman related roles in many well established firms

#### MR PRASANTH MANGHAT

Chief Executive Officer & Executive Director <sup>2</sup>

Nationality: Indian

Appointed as Director: 26 June 2014

Relevant Experience:

- 20 years' experience in accounting, corporate finance, treasury and banking, including 15 years' in NMC related businesses
- Chief Financial Officer of NMC Health 2011-2014
- Spearheaded NMC's successful IPO on the London Stock Exchange in April 2012
- Acknowledged and recognised as a healthcare sector thought-leader, participating in many global events and forums.
- Chartered Accountant

#### MR HANI BUTTIKHI

Chief Investment Officer and Executive Director

Nationality: British

Appointed as director: July 2017

Relevant Experience:

- Previously served as Head of Syndicate at SHUAA, a leading financial services firm between 2006 & 2014
- Oversaw the largest IPO in the UAE worth an estimated four billion US\$, as well as the NMC Health IPO.
- Served as a Chief Investment Officer at Centurion Partners between 2014 and 2017.
- Is on the Board of Directors of Travellex, KBBO Group and One Financial.

#### DR AYESHA ABDULLAH

Independent Non-Executive Director <sup>2</sup> <sup>4</sup>

Nationality: Emirati

Appointed as Director: 26 June 2014

Relevant Experience:

- Over 25 years' experience within the healthcare and education industries.
- Significant experience in development and regulation of the healthcare industry in the UAE
- Oversaw development of, and then regulatory aspects of, Dubai Healthcare City (DHCC)
- Previously, CEO of Dubai Healthcare City (DHCC)
- Currently Executive Dean of The Business School at Higher College of Technology (Dubai)
- Awarded both the prestigious 2009 "Leading woman CEO" award and the 2010 L'Officiel Arab Woman of the Year

## MR TAREK ALNABULSI

Independent Non-Executive Director

Nationality: Saudi Arabian

Appointed as Director: 5 April 2019

Relevant Experience:

- An entrepreneur who has founded and co-founded a number of businesses in Saudi Arabia, UAE and USA
- Advisor to family businesses on governance, investments and business strategies
- Previously a Non-Executive Director and Chairman of the Audit Committee of United Assurance Company, a leading insurance company listed on the Tadawul Exchange in Saudi Arabia and Board member of a number of other companies in Saudi Arabia and UAE

(Note: Mr Alnabulsi was appointed as a Director of the Company on 5 April 2019. He was appointed by the Board following a search undertaken by Odgers Berndtson, an external recruitment consultancy. The search, overseen by the Nominations Committee on the Board's behalf, specifically focused on bringing additional expertise from the Kingdom of Saudi Arabia to the NMC Health plc Board given the Company's expansion plans into the Kingdom.)

## MR ABDULRAHMAN BASADDIQ

Non-Executive Director ③

Nationality: Kenyan

Appointed as Director: 24 February 2014

Relevant Experience:

- Significant business experience across a number of GCC based Groups operating in multiple jurisdictions and business sectors, including two major listed Groups
- Started his career with EY where he worked for 25 years, including 15 years as an equity partner, before setting up as an independent consultant and auditor
- Extensive experience in the development and implementation of corporate and financial strategy, risk management, corporate governance and compliance with regulatory compliance
- Currently Non-Executive Director of Abu Dhabi National Hotels Compass LLC, Travelex and UAE Exchange
- UK qualified Chartered Accountant and licensed auditor in the UAE

## MR JONATHAN BOMFORD

Senior Independent Non-Executive Director ① ④

Nationality: British

Appointed as Director: 27 June 2013

Relevant Experience:

- Accounting, financial and audit experience gained principally in the Middle East and East Africa
- Previously with EY (Middle East, East Africa, Abu Dhabi & Riyadh) for 24 years (15 years as a partner)
- Sector experience includes international clients across the healthcare, oil, banking and construction sectors
- Currently manages his own business services and renewable energy company
- Previously a Non-Executive Director of Travelex
- Official Mentor providing Business Advice and Services to clients of the Prince's Trust.
- UK qualified Chartered Accountant

(Note: As noted in previous annual reports Mr Bomford was previously a Director of Travelex, a private company owned by one of our principal shareholders, Dr B. R Shetty. He was invited to join the Travelex Board to bring his independent outlook, governance experience and professional approach and advice to that board and to assist them on governance matters. Mr Bomford had no other interest in Travelex at any time. Mr Bomford resigned from the Travelex Board on 3 April 2019. This cross directorship has been reviewed regularly and, given that Travelex was a private organisation, fees for being a Director were minimal and with the background summarised above, the Board consider that such a position did not affect Mr Bomford's independence at any time.)

## LORD CLANWILLIAM

Independent Non-Executive Director ①

Nationality: British

Appointed as Director: 7 March 2012

Relevant Experience:

- Government and financial communications specialist
- Extensive network of governmental and institutional contacts across Middle East, UK and Eastern Europe
- Currently Chairman of 17 Arm and of Angus Energy, an AIM listed company
- Founding Partner and Chairman of Meade Hall Communications Limited 1993 to 2017
- Chairman of Eurasia Drilling Company 2007 to 2016

## MRS SALMA ALI SAID BIN HAREB ALMHEIRI

Independent Non-Executive Director ③

Nationality: Emirati

Appointed as Director: 26 June 2014

Relevant Experience:

- Significant business experience and a recognised leading businesswoman in the Middle East, with many achievements and awards being granted to her, most recently the Frost & Sullivan Growth, Innovation & Leadership award of 2014 as well as being named Overall Winner - Professional Category in Emirates Women Awards 2013.
- CEO of Economic Zones World (EZW) and Jebel Ali Free Zone (Jafza) from 2005 to 2015
- Instrumental in creation of Dubai Logistics Corridor and oversaw EZW's expansion with development of international logistics parks in UAE, Europe, India, USA and Africa

Other than as outlined above, there are no matters to be disclosed in relation to Listing Rule 13.8.17.

### Key to committees

- ① Audit Committee
- ② Clinical Governance

- ③ Nomination
- ④ Remuneration  
• Committee Chair

Notes:

1. Full biographies can be viewed on the Company's Investor Relations website at [www.nmchealth.com](http://www.nmchealth.com)



## 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. 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, a form of proxy must be completed and lodged with the registrars not later than 2.30 p.m. on 18 June 2019 or 48 hours (excluding weekends and UK public holidays) 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. The lodging 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.

NMC Health plc is committed to reducing paper and improving efficiency in its shareholder communications. From 2019 we are no longer sending paper proxy cards to shareholders unless specifically asked to do so. By registering on the Signal shares portal at [www.signalshares.com](http://www.signalshares.com), you can manage your shareholding, including:

- cast your vote
- change your dividend payment instruction
- update your address
- select your communication preference.

If you need help with voting online, or require a paper proxy form, please contact our registrar, Link Asset Services by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk), or you may call Link on 0871 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK. The registrars are open between 9.00 a.m. - 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.

Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's Registrars, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. If you wish to submit a form of proxy for submission in paper form, it should be completed and returned to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF to be received not less than 48 hours before the time of the meeting.

### 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](http://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 Company's registrars (ID RA10) by the latest time(s) for receipt of proxy appointments specified in note 2 above. 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 20 June 2019:
- 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 18 June 2019 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 10 May 2019 (being the latest practicable date prior to the publication of this Notice) was 208,672,205 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 10 May 2019 are 208,672,205. On 10 May 2019 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

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