

Life Healthcare Group Holdings Limited

(Registration number 2003/002733/06)

Building 2, Oxford Parks

203 Oxford Road

Cnr Eastwood and Oxford Roads

Dunkeld, 2196

Attention: The Board of Directors

__ 18 October __ 2023

Dear Sirs/Mesdames

LETTER OF SUPPORT BY ORDINARY SHAREHOLDER IN RESPECT OF THE EGM RESOLUTIONS

I. Introduction

I.1 We hereby confirm that:

I.1.1 we: (i) are the beneficial owners of 20 672 039 ordinary shares (**Ordinary Shares**) in the share capital of Life Healthcare Group Holdings Limited (**LHC or the Company**) on 18 October 2023, which Ordinary Shares are listed on the exchange operated by JSE Limited (**JSE**) and on A2X Markets as a secondary listing and (ii) act on a discretionary basis for and on behalf of our clients who are currently beneficial owners of 1.4% Ordinary Shares (collectively, the **Controlled Shares**); and

I.1.2 we act on a non-discretionary basis as investment advisors to clients who are the beneficial owners of _____ Ordinary Shares (the **Non-Discretionary Shares** and together with the Controlled Shares, the **Relevant Shares**)

I.2 We understand that:

I.2.1 LHC through its wholly owned indirect subsidiary, Alliance Medical Group Limited (**AMGL**), intends to dispose of 100% of the issued shares in Alliance Medical AcquisitionCo Limited (**AcquisitionCo**), subject to all necessary consents and approvals being obtained, as well as the adoption of the resolution described in paragraphs I.2.2.1 below (the **Proposed Transaction**);

I.2.2 the board of LHC (**Board**) intends to convene an extraordinary general meeting (**EGM**) of shareholders of LHC (**LHC Shareholders**) in order to propose resolutions to LHC Shareholders that are necessary or desirable to approve, implement and effect the Proposed Transaction, and matters related thereto, including (but not limited to):

I.2.2.1 an ordinary resolution of LHC Shareholders approving the Proposed Transaction in accordance with section 9.20(b) of the listings requirements of the JSE (JSE Listings Requirements) (**Category I Resolution**),

(the Category I Resolution, together with any other resolutions (or revisions or amendments thereto) reasonably required or desirable to implement the Proposed



Transaction) (**Resolutions**)), which Resolutions shall be passed in accordance with, and subject to the relevant requirements of the Company's MOI, Companies Act and the JSE Listings Requirements;

- 1.2.3 LHC will issue a circular (**Circular**) to LHC Shareholders in order to provide information on the (i) Proposed Transaction; and (ii) to convene the EGM at which the Resolutions shall be voted on by LHC Shareholders; and
- 1.2.4 notwithstanding anything herein contained to the contrary, LHC will not be obliged to convene the EGM, propose any or all of the Resolutions at the EGM and/or proceed with the Proposed Transaction.

2. Confirmation of support in respect of the Proposed Transaction

- 2.1 We hereby confirm that as at the date of our signature of this letter of support (**Signature Date**):
 - 2.1.1 as at the Signature Date we are the beneficial owners of, or otherwise directly or indirectly control, the Controlled Shares; and
 - 2.1.2 we are (i) directly or indirectly, able to exercise, or to procure the exercise of, all the voting rights in respect of the Controlled Shares and (ii) entitled to advise and recommend to our clients who are beneficial owners of the Non-Discretionary Shares how they shall vote in respect of such Non-Discretionary Shares;
- 2.2 In respect of the Resolutions and the EGM, we hereby confirm our support in respect of the Proposed Transaction and confirm our intention:
 - 2.2.1 to attend by electronic participation, in person or by proxy, any shareholders' meeting, including, without limitation, any meeting (or any adjournment or postponement thereof) contemplated by the JSE Listings Requirements and/or the Companies Act (including the regulations in terms thereof), convened for purposes of adopting all or any of the Resolutions, including for the avoidance of doubt the EGM;
 - 2.2.2 to vote, or to procure the voting of, all the Controlled Shares in favour of all the Resolutions and not to raise any objections to any of the Resolutions;
 - 2.2.3 to recommend to our clients holding Non-Discretionary Shares to vote all such Non-Discretionary Shares in favour of all the Resolutions and not to raise any objections to any of the Resolutions;
 - 2.2.4 to execute (or procure the execution of) all the necessary forms of proxy, letters of representation, written resolutions and/or other similar documentation that is reasonably required to be executed by us in order to fulfil our obligations pursuant to this letter of support; and
 - 2.2.5 not to take any action or to make any statement which is or may be prejudicial to the success of, or frustrate the implementation of, the Proposed Transaction.

3. Miscellaneous

- 3.1 With respect to giving this letter of support we consent to (i) being named in the Circular and any other circular, announcement or other publication issued by LHC in connection with the EGM, Resolutions and the Proposed Transaction, (ii) this letter of support being made available by LHC for public inspection in accordance with applicable law or regulations and/or delivered to the JSE in connection with the approval of the Circular and any other circular, announcement or other publication issued by LHC in connection with the Proposed Transaction.



3.2 We confirm that we shall not be entitled to be paid any commission or commitment fee or other consideration in connection with this letter of support.

Yours faithfully,

Signed for and on behalf of Truffle Asset Management

Signature 
duly authorised and warranting such authority

Name Etienne Roux

Title Portfolio Manager

Physical address First Floor
Kildare House
Oval Business Park
1 Oakdale Road
Newlands, T100

Signature of witness Saul Miller

Name: 

