



**INVESTMENT GROUP**

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24 October 2023

**Life Healthcare Group Holdings Limited**

(Registration number 2003/002733/06)

Building 2, Oxford Parks

203 Oxford Road

Cnr Eastwood and Oxford Roads

Dunkeld, 2196

Dear Sirs and Mesdames

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

1. **Introduction**

1.1. We hereby confirm that:

1.1.1. we: (i) are the beneficial owners of **0 (zero)** ordinary shares (**Ordinary Shares**) in the share capital of Life Healthcare Group Holdings Limited (**LHC or the Company**), 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 **28 830 176 (twenty eight million eight hundred and thirty thousand one hundred and seventy six)** Ordinary Shares (collectively, the **Controlled Shares**); and

1.1.2. we act on a non-discretionary basis as investment advisors to clients who are the beneficial owners of **0 (zero)** Ordinary Shares (the **Non-Discretionary Shares** and together with the Controlled Shares, the **Relevant Shares**)

1.2. We understand that:

1.2.1. 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 1.2.2.1 below (the **Proposed Transaction**);

1.2.2. 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):

1.2.2.1. 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 1 Resolution**),

(the Category 1 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**), and subject to the terms of our client investment mandates, as applicable:

2.1.1. 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;

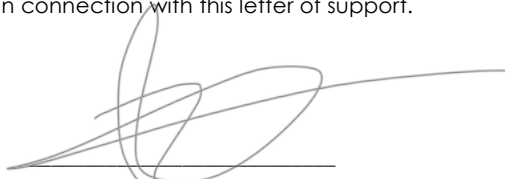
2.2. In respect of the Resolutions and the EGM, and based on the above information, on condition that there is no substantial change to the details and/or the terms of the Proposed Transaction, we confirm that we, in principle, generally support the Proposed Transaction. We accordingly confirm that: (i) we intend voting in favour of the Resolutions and (ii) intend recommending to our Clients that they vote in favour of each of the Resolutions in respect of their holdings in LHC.

2.3. For the avoidance of doubt, no provision of this letter is intended and nor should it be construed as a commitment or undertaking nor, without limiting the generality of the foregoing, as creating any binding obligations on us or our Clients, including binding obligations in favour of LHC or any other person or entity, to maintain our Clients holdings in LHC (or for our Clients to retain their holdings in LHC) for any specified period.

## 3. **Miscellaneous**

3.1. With respect to giving this letter of support, should LHC wish to make reference to this letter of support or the contents of this letter of support in any announcement, publication or filing made by LHC, LHC shall do so only with our prior written consent.

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.



For and on behalf of Old Mutual Investment Group

By: Siboniso Nxumalo

Capacity: **Chief Investment Officer**

Date **24 October 2023**



For and on behalf of Old Mutual Investment Group

By: Quintin February

Capacity: **Head of Legal**

Date: **24 October 2023**