## UPDATED PRO FORMA FINANCIAL INFORMATION OF THE TRANSACTION

The definitions and interpretations commencing on page 7 of the Circular distributed on Thursday, 9 November 2023 apply, mutatis mutandis, to this updated pro forma financial information.

Subsequent to the distribution of the Circular to shareholders on Thursday, 9 November 2023, the Group published its audited financial results for the year ended 30 September 2023, which resulted in certain metrics changing by more than 10% from the original *pro forma* financial effects included in the Circular.

The key changes are summarised below:

o forma published on 9 November 2023	Updated pro forma
Based on unaudited condensed consolidated interim results for the period ended 31 March 2023	- Based on audited consolidated results for the full year ended 30 September 2023.
	<ul> <li>Requirements of IFRS 5 "Non-current assets held for sale and discontinued operations" were met and AcquisitionCo was classified as held for sale and presented as a discontinued operation, resulting in a different accounting treatment.</li> </ul>
	<ul> <li>In terms of IFRS 5 the disposal group (i.e. AcquisitionCo) should be measured at the lower of its carrying value and fair value less transaction costs.</li> </ul>
<ul> <li>AcquisitionCo was accounted for and disclosed as part of continuing operations</li> </ul>	<ul> <li>The carrying amount of the net assets of AcquisitionCo exceeded the proceeds less costs of the disposal and</li> </ul>
	accordingly an impairment loss has been recognised on the classification of these operations as held for sale. The impairment at 30 September 2023 therefore includes the
	loss on disposal as well as the transaction costs relating to the disposal, previously included as separate items in the <i>pro forma</i> published on 9 November 2023.
Transaction costs, loss on disposal and exchange gain relating to the disposal of AcquisitionCo were included as <i>pro forma</i> entries	- The impairment and related transaction costs as well as th exchange gain relating to the disposal of AcquisitionCo i
as part of operating profit.	presented as a single line below operating profit in profit/(loss from discontinued operations.
Exchange rates used for conversion of foreign denominated items: Asset and liabilities @ 1GBP:22.13 (spot rate at 31 March 2023) Income and expenses @ 1 GBP:21.12 (average exchange rate for	<ul> <li>Exchange rates used for conversion of foreign denominated items Asset and liabilities @ 1GBP:23.18 (spot rate at 30 Septembe 2023)</li> </ul>
the period ended 31 March 2023)	Income and expenses @ 1 GBP:22.31 (average exchange rate for the year ended 30 September 2023)
The <i>pro forma</i> statement of financial position included the reassigning of the LMI loan to AMGL as part of the <i>pro forma</i> adjustments	<ul> <li>The distribution of the LMI receivable to AMGL by way of dividend in specie occurred before 30 September 2023 an therefore the <i>pro forma</i> adjustment is no longer applicable.</li> </ul>

The updated Transaction *pro forma* financial information is the responsibility of the directors and has been prepared for illustrative purposes only to provide information about how the Transaction may have affected Life Healthcare's audited financial results for the year ended 30 September 2023 and, because of its nature, may not give a fair presentation of Life Healthcare's financial position, changes in equity, results of operations or cash flows after the Transaction.

The updated Transaction *pro forma* financial information has been prepared in accordance with the Listings Requirements, the Guide on *pro forma* Financial Information issued by SAICA and Life Healthcare's accounting policies. The accounting policies used in the preparation of the *pro forma* financial information are compliant with IFRS and are consistent with those applied in the audited consolidated annual financial statements of Life Healthcare for the year ended 30 September 2023.

	Group last published results before the Transaction	Deconsolidation of AcquisitionCo Pro forma entries	Pro forma entries	Group after deconsolidation before disposal entries	Adjustments relating to the Transaction	Notes	Pro forma After the Transaction
Notes	1	2	3	4	5		6
R million							
Continuing operations							
Revenue	22,641	-	21	22,662	-		22,662
Other income	262	-	-	262	-		262
Drugs and consumables	(5,891)	-	-	(5,891)	-		(5,891)
Employee benefits expense	(9,014)	-	-	(9,014)	-		(9,014)
Retirement benefit asset and post-							
employment medical aid income	34	-	-	34	-		34
Depreciation on property, plant and							
equipment	(968)	-	-	(968)	-		(968)
Amortisation of intangible assets	(158)	-	-	(158)	-		(158)
Repairs and maintenance expenditure on							
property, plant and equipment	(375)	-	-	(375)	-		(375)
Occupational expenses	(776)	-	-	(776)	-		(776)
Hospital service expenses	(898)	-	-	(898)	-		(898)
Communication expenses	(456)	-	-	(456)	-		(456)
Radiopharmaceutical manufacturing and							
distribution expenses	(265)	-	-	(265)	-		(265)
Professional, legal and secretarial fees	(548)	-	-	(548)	-		(548)
Expected credit losses	(198)	-	-	(198)	-		(198)
Other expenses	(888)	-	-	(888)	-		(888)
Fair value adjustments on contingent							
consideration	(7)	-	-	(7)	-		(7)
Fair value loss on financial instruments	(38)	-	-	(38)	-		(38)
Gain on derecognition of lease asset and							
liability	3	-	-	3	-		3
Loss on disposal of property, plant and							
equipment	(9)	-	-	(9)	-		(9)
Transaction costs relating to acquisitions	(12)	-	-	(12)	-		(12)

Operating profit	2,439	-	21	2,460	-		2,460
Finance income	159	-	-	159	-		159
Finance cost	(696)	-	-	(696)	111	5.1.1	(585)
Share of associates' and joint ventures' net							
profit after tax	9	-	-	9	-		9
Profit before tax	1,911	-	21	1,932	111		2,043
Tax expense	(483)	-	-	(483)	(24)	5.1.2	(507)
Profit after tax from continuing operations	1,428	-	21	1,449	87		1,536
Discontinued operations							
(Loss)/profit from discontinued operations	(990)	19	-	(971)	2,809	5.2	1,838
Profit after tax	438	19	21	478	2,896		3,374
Profit after tax attributable to:							
Ordinary equity holders of the parent	264	19	21	304	2,896		3,200
Non-controlling interest	174	-	-	174	-		174
	438	19	21	478	2,896		3,374

# Updated pro forma consolidated statement of comprehensive income for the year ended 30 September 2023

	Group last published results before the Transaction	Deconsolidation of AcquisitionCo Pro forma entries	Pro forma entries	Group after deconsolidation before disposal entries	Adjustments relating to the Transaction	Notes	Pro forma After the Transaction
Notes	1	2	3	4	5		6
Profit after tax	438	19	21	478	2,896		3,374
Other comprehensive income							
Items that may be reclassified to profit or loss Movement in foreign currency translation reserve							
(FCTR) of continuing foreign operations, net of tax Movement in FCTR of discontinued operations,	(61)	-	-	(61)	-		(61)
net of tax	1,728	(1,728)	-	-	(2,855)		(2,855)
Items that will not be reclassified to profit or loss Retirement benefit asset and post-employment							
medical aid income, net of tax	36	-	-	36	-		36
Total comprehensive income for the year	2,141	(1,709)	21	453	41		494
Total comprehensive income attributable to:							
Ordinary equity holders of the parent	1,960	(1,709)	21	272	41		313
Non-controlling interest	181	-	-	181	-		181
	2,141	(1,709)	21	453	41		494

Reconciliation of profit attributable to headline earning Profit attributable to ordinary equity holders	264	19	21	304	2,896	3,200
Adjustments (net of tax):					2,000	0)200
Exchange gain reclassified to profit or loss on						
disposal	-	-	-	-	(2,855)	(2,855)
Impairment of investments from discontinued						
operations	856	(34)	-	822	-	822
Transaction cost relating to the disposal of AMG	149	-	-	149	-	149
Loss on disposal of property, plant and equipment						
from continuing operations	7	-	-	7	-	7
Profit on disposal of property, plant and						
equipment from discontinued operations	(4)	4	-	-	-	-
Headline earnings	1,272	(11)	21	1,282	41	1,323
Retirement benefit asset and post-employment						
medical aid income	(25)	-	-	(25)	-	(25)
Fair value adjustments to contingent						
consideration	7	-	-	7	-	7
Gain on derecognition of lease asset and liability	(3)	-	-	(3)	-	(3)
International tax refund	(14)	-	-	(14)	-	(14)
Transaction costs relating to acquisitions from						
continuing operations	12	-	-	12	-	12
Transaction costs relating to acquisitions from						
discontinued operations	2	(2)	-	-	-	-
Unwinding of contingent consideration	62	-	-	62	-	62
Fair value loss on equity instrument	4	-	-	4	-	4
Dispute on contract interpretation provision	47	-	-	47	-	47
Deferred tax from continuing operations <sup>1</sup>	(67)	-	-	(67)	-	(67)
Deferred tax from discontinued operations <sup>1</sup>	67	(67)	-	-	-	-
Normalised earnings <sup>1</sup>	1,364	(80)	21	1,305	41	1,346
Weighted average number of shares in issue						
(million)	1,442	3	-	1,445	-	1,445
Diluted weighted average number of shares in issue						
(million)	1,454	1	-	1,455	-	1,455
Earnings per share (cents)	18.3	1.3	1.5	21.1	200.4	221.5
Diluted earnings per share (cents)	18.2	1.3	1.4	20.9	199.0	219.9
Headline earnings per share (cents)	88.2	(0.8)	1.5	88.7	2.8	91.6
Diluted headline earnings per share (cents)	87.5	(0.8)	1.4	88.1	2.8	90.9
Normalised earnings per share (cents) <sup>2</sup>	94.6	(5.5)	1.5	90.3	2.8	93.2

<sup>1</sup>LMI's carried-forward losses were previously assumed to be surrendered (for nil consideration) to the other UK entities within the AMG group, as these entities form part of the same tax relief group within the UK.

<sup>2</sup>Non-IFRS measures. The calculation of normalised earnings and normalised earnings per share excludes non-trading related items as listed above. Normalised earnings per share is based on the normalised profit attributable to equity holders of the parent, divided by the weighted average number of ordinary shares in issue during the year.

### Notes to the updated pro forma statement of profit or loss and statement of comprehensive income

All Pound Sterling denominated adjustments have been converted to Rand at the average exchange rate for the year ended 30 September 2023 of GBP 1:ZAR22.31, except where stated otherwise.

1. Extracted, without adjustment, from the published audited consolidated annual financial statements of Life Healthcare for the year ended 30 September 2023.

The loss from discontinued operations comprises of: Attributable loss after tax from discontinued operations Impairment of AMG in terms of IFRS 5 to its fair value less cost	ZAR'm 19	Notes Refer note 29 of the published audited consolidated annual financial statements Refer note 4 below
to sell	822	
Transaction costs relating to disposal	149	Refer note 4 below
Loss from discontinued operations	990	

2. Extracted, without adjustment, from the published audited consolidated annual financial statements of Life Healthcare for the year ended 30 September 2023. To give effect to the Transaction, it was assumed that the disposal of AcquisitionCo occurred on 1 October 2022. As AcquisitionCo is presented as a discontinued operation in the audited consolidated annual financial statements of Life Healthcare, the related post-tax loss of AcquisitionCo for the year ended to 30 September 2023 is presented as a single line on the face of the statement of profit or loss and comprehensive income. This adjustment will have a continuing effect.

3. *Pro forma* entries represent:

- the reversal of intercompany transactions included in column 1 and relates to sales (ZAR21 million) between LMI and AcquisitionCo; and

- the vesting of 3 million shares in Life Healthcare that are held for the purpose of selected AcquisitionCo executives and senior managers who are participants of the CIP scheme. These shares will not form part of Life Healthcare's treasury shares going forward, as these shares will vest on disposal date.

These adjustments will have a continuing effect.

4. Represents the *pro forma* Group after deconsolidation of AcquisitionCo but before the financial impact as a result of the disposal illustrated in column 5. The remaining loss of R971 million in discontinued operations relates to:

	ZAR'm
Impairment <sup>1</sup>	822
Transaction costs <sup>2</sup>	149
Loss from discontinued operations	971

<sup>1</sup> The carrying amount of the related net assets exceeded the proceeds less costs of the disposal and accordingly an impairment loss of R822 million (including transaction costs of R532 million) has been recognised on the classification of AcquisitionCo as held for sale. This will not have a continuing effect.

<sup>2</sup> Transaction costs of R149 million were incurred before AcquisitionCo was classified as held for sale and therefore these were excluded from the impairment. All the transaction costs were accounted for at 30 September 2023. All transactions costs not incurred or paid by 30 September 2023, were included as part of the impairment. This will not have a continuing effect.

The above remains as this represents the loss and related costs of the proposed Transaction.

#### 5. Column 5 represents the following:

- 5.1 The repayment of the interest-bearing borrowings will result in an interest saving of between 4.15% and 6.13% per annum. For the purposes of this calculation, the repayment is assumed to be made on 1 October 2022.
- 5.1.1 The value of loans to be settled are stated as the balances as at 30 September 2023. Finance cost savings are calculated as follows:

Syndicated term loans in the UK	Value (ZAR'm) (refer note 5.1 to <i>pro forma</i> Statement of Financial Position)	Interest rate	Interest amount ZAR'm
	· · · · · · · · · · · · · · · · · · ·		
Term loan A2	2,086	3-month SONIA plus 2.00%	121
Term loan B2	1,380	3-month EURIBOR plus 1.90%	59
Term loan C	927	3-month SONIA plus 1.70%	33
Term loan D	2,087	3-month SONIA plus 1.75%	116
Term loan E	2,209	3-month EURIBOR plus 1.65%	90
Debt fees expensed (utilisation and commitment fees)			23
Finance cost saving			442
Already taken into account by deconsolidating AcquisitionCo <sup>3</sup>			(316)
Finance cost saving (this will have a continuing effect)			126
Debt raising fees previously capitalised, to be expensed			
(this will be once-off and not have a continuing effect)			(15)
Net finance saving			111

<sup>3</sup>Finance costs is pushed down to AcquisitionCo through the intra-group loan between AcquisitionCo and AMGL

5.1.2 Represents the net tax expense as a result of the adjustments to finance costs calculated in 5.1.1. This will not have a continuing effect. No capital gains tax is expected to be paid in South Africa and in the United Kingdom.

#### 5.2 Represents:

	ZAR'm
Post-tax charge relating to settlement of existing incentive schemes <sup>4</sup>	(46)
Exchange gain reclassified to profit or loss on disposal⁵	2,855
Loss from discontinued operations	2,809

<sup>4</sup> Represents the accelerated post-tax charge of ZAR46 million (GBP 2.1 million) relating to the settlement of the existing incentive schemes for the AcquisitionCo employees as per the rules of the existing schemes. The impacted employees will be afforded good leaver status in respect of all these schemes. This will not have a continuing effect.

<sup>5</sup> A FCTR gain of ZAR2,855 million is realised on the disposal of AcquisitionCo based on the spot rate as at 30 September 2023 of 1GBP: ZAR23.18. This will not have a continuing effect.

6. Presents the pro forma Consolidated Statement of Profit or Loss and the pro forma Consolidated Statement of Comprehensive Income of the Life Healthcare Group subsequent to the disposal.

		Adjustments relating to the Disposal									
	Group last published results before the Transaction	Deconsolidation of AcquisitionCo Pro froma entries	Group after deconsolidation before disposal entries	Settlement of loan between AcquisitionCo and AMGL	Disposal of shares in AcquisitionCo	Application of consideration	Notes	Pro forma After the Transaction			
Notes	1	2	3	4.1	4.2	5		6			
R million											
ASSETS											
Non-current assets	16,201	-	16,201	-	-	-		16,201			
Property, plant and equipment	10,572	-	10,572	-	-	-		10,572			
Intangible assets	3,287	-	3,287	-	-	-		3,287			
Investment in associates and joint ventures Employee benefit assets	6 416	-	6 416	-	-	-		6 416			
Deferred tax assets	1,733	-	1,733	-	-	-		1,733			
Other assets	187	-	187	-	-	-		187			
Current assets	4,971	-	4,971	5,907	14,044	(9,257)		15,665			
Cash and cash equivalents	846	-	846	5,907	14,044	(9,257)		11,540			
Trade and other receivables	3,625	-	3,625	-	-	-		3,625			
Inventories	451	-	451	-	-	-		451			
Income tax receivable	33	-	33	-	-	-		33			
Other assets	16	-	16	-	-	-		16			
Assets held for sale	24,443	(24,443)	-	-	-	-		-			
Total assets	45,615	(24,443)	21,172	5,907	14,044	(9,257)		31,866			
EQUITY AND LIABIITIES											
Capital and reserves Stated capital	13,294	-	13,294	-	-	-		13,294			
Reserves	6,920	(19,380)	(12,460)	5,907	14,044	(583)	5.2	6,908			
Non-controlling interest	1,075	-	1,075	-	-	-		1,075			
Total equity	21,289	(19,380)	1,909	5,907	14,044	(583)		21,277			

# Updated pro forma consolidated statement of financial position as at 30 September 2023

## LIABILITIES

Non-current liabilities	13,128	-	13,128	-	-	(8,674)	4,454
Interest bearing borrowings	11,010	-	11,010	-	-	(8,674)	5.1 2,336
Employee benefit liabilities	-	-	-	-	-	-	
Deferred tax liabilities	1,535	-	1,535	-	-	-	1,535
Trade and other payables	27	-	27	-	-	-	27
Provisions	-	-	-	_	-	-	
Contingent consideration liabilities	504	-	504		-	-	504
Cash-settled share-based payment liability Other liabilities <b>Current liabilities</b>	3 49 <b>6,135</b>	-	3 49 <b>6,135</b>	-	-	-	49 6,135
Bank overdrafts	187		187				187
Trade and other payables	3,743		3,743				3,743
		-			-	-	
Interest-bearing borrowings	1,992	-	1,992		-	-	1,992
Provisions	139	-	139	-	-	-	139
Contingent consideration liabilities	17	-	17	-	-	-	17
Cash-settled share-based payment liability Income tax payable	1 41	-	1 41		-	-	1
Other liabilities	15	-	15	-	-	-	15
Liabilities directly associated with assets classified as held for sale	5,063	(5,063)				-	
Total liabilities	24,326	(5,063)	19,263	-	-	(8,674)	10,589
Total equity and liabilities	45,615	(24,443)	21,172	5,907	14,044	(9,257)	31,866
Number of shares in issue (million) Net asset value per share (cents)	1,467 1,450.8		1,467 130.1		-		1,46 1,450.0
Net tangible asset value per share (cents)	251.7	-	(93.9)		-		1,226.0

## Notes to the updated pro forma statement of financial position

All Pound Sterling denominated adjustments have been converted to Rand at the spot exchange rate on 30 September 2023 of GBP 1:R23.18 except where stated otherwise.

- 1. Extracted, without adjustment, from the published audited consolidated annual financial statements of Life Healthcare for the year ended 30 September 2023.
- 2. Extracted, without adjustment, from the published audited consolidated annual financial statements of Life Healthcare for the year ended 30 September 2023. To give effect to the Transaction, it was assumed that the disposal of AcquisitionCo occurred on 30 September 2023. As AcquisitionCo is presented as a discontinued operation in the audited consolidated annual financial statements of Life Healthcare, the related total assets and total liabilities of AcquisitionCo are presented as held for sale on a single line on the face of the statement of financial position. This adjustment will have a continuing effect.
- 3. Represents the *pro forma* Group after deconsolidation of the Transaction but before the adjustments for the total proceeds and use thereof in columns 4 and 5.
- 4. Total proceeds in terms of the Sale and Purchase Agreement:

	£'m	R'm
4.1 Cash settlement of intra-group loan between AcquisitionCo and AMGL by the Purchaser	255	5,907
4.2 Cash consideration paid for acquisition of AcquisitionCo shares by the Purchaser	606	14,044
Cash consideration	593	13,746
Equity adjustment in terms of Sale and Purchase Agreement <sup>1</sup>	13	298
Total proceeds	861	19,951

<sup>1</sup>The Transaction illustrates the possible financial effects as if the Transaction had taken place on 30 September 2023. The *pro forma* adjustments comprise adjustments based on the following principle assumptions:

— The cash consideration (refer note 4.2) will be finalised based on the actual position on the Completion Date of the Transaction. For the purpose of the *pro forma* consolidated financial statements, the following equity adjustments have been calculated using the financial position as at 30 September 2023.

Cash consideration per Sale and Purchase agreement is subject to certain Equity Value Adjustments to be determined prior to the completion date:

	13	298
Equity Value Adjustment relating to an amount equal to the long-term incentive schemes	3	
Equity Value Adjustment relating to an amount equal to the excess intragroup payables	10	

5. The Purchase Consideration will be utilised by Life Healthcare to:

	Notes	£'m	ZAR'm	1GBP:ZAR
Proceeds	4	861	19,951	23.18
Outflow relating to application of consideration		(400)	(9,257)	
Settle outstanding transaction costs		(25)	(568)	23.18
Settle interest-bearing borrowings		(375)	(8,689)	23.18
Net proceeds <sup>2</sup>		461	10,694	

<sup>2</sup>The residual cash remaining will be repatriated back to South Africa and is assumed to be held in a short-term liquid investment portfolio at financial institutions.

Subject to Board approval, Life Healthcare intends to distribute a portion of the net proceeds of the Transaction to Shareholders, the majority of which will be distributed by way of a special dividend within approximately three months of Completion Date, with the remainder to be distributed by way of a special dividend and/or buyback of shares within 12 months of Completion Date, depending on market conditions.

Life Healthcare intends to retain a portion of the funds which will be utilised to execute on the Group's strategic objectives to invest into attractive and specific growth initiatives. Refer to section 5 "Application of the purchase consideration" in the Circular published on 9 November 2023.

5.1 Interest-bearing borrowings to be settled:

Syndicated term loans in the UK	Denomination of debt	Value in denominated currency 'm	Exchange rate	Value in R'm converted at
Term loan A2	GBP	90.00	23.18	2,086
Term loan B2	EUR	68.75	20.07	1,380
Term loan C	GBP	40.00	23.18	927
Term loan D	GBP	90.00	23.18	2,087
Term loan E	EUR	110.00	20.07	2,209
Interest-bearing borrowings to be settled				8,689
Expense previously capitalised fees <sup>3</sup>				(15)
Movement in interest bearing borrowings				8,674

<sup>3</sup>As a result of the settling of the above loans, fees previously capitalised (R15 million) need to be expensed.

5.2 The reserve adjustment of ZAR 583 million consists of transaction costs settled of ZAR 568 million (note 5) and previously capitalised fees of ZAR15 million expensed (note 5.1).

6. Presents the pro forma Consolidated Statement of Financial Position of the Life Healthcare Group subsequent to the Transaction.

7. There are no material subsequent events that require adjustments to the pro forma financial information.