

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

Attention: The Board of Directors

Dear Sirs/Mesdames

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

1. Introduction

1.1 We understand that:

1.1.1 Life Healthcare Group Holdings Limited (**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 1.1.2.1 below (the **Proposed Transaction**);

1.1.2 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):

1.1.2.1 an ordinary resolution of LHC Shareholders approving the Proposed Transaction in accordance with section 9.20(b) of the listings

Sanlam Investment Management

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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 Memorandum of Incorporation, Companies Act 71 of 2008 (the **Companies Act**) and the JSE Listings Requirements;

1.1.3 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

1.1.4 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 confirm that, as at the date of signature of this letter (**Signature Date**):

2.1.1 we are currently directly or indirectly the holder or beneficial owner of, or otherwise control, 51 292 996 ordinary shares, which ordinary shares will for the purposes of the undertakings set out herein, include any additional ordinary shares that we may beneficially own, are the registered holders of, or otherwise directly or indirectly control from time to time, in the issued share capital of LHC (the **Shares**), together with all rights attaching to the Shares; and

2.1.2 we are able to exercise or procure the exercise of all of the voting rights in respect of the Shares and there are no restrictions on the manner in which we are entitled to exercise the voting rights in respect of the Shares; and

2.1.3 we have full power, capacity and authority to enter into this undertaking to support the Proposed Transaction (defined below), to vote, or procure the voting in respect of, all the Shares in favour of the resolutions referred to hereunder.

2.2 In respect of the Resolutions and the EGM, we hereby confirm, without creating any legally binding obligations upon ourselves, 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 Shares in favour of all the Resolutions and not to raise any objections to any of the Resolutions;
- 2.2.3 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
- 2.2.4 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.

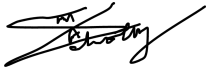
3. **Miscellaneous**

- 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.
- 3.3 All costs and expenses incurred in connection with this letter shall be paid by the party incurring such costs or expenses.
- 3.4 Save for the rights and obligations set out in paragraph 2 of this letter which shall be legally binding, this letter does not create any legally binding obligations on Sanlam Investment Management (Pty) Ltd or LHC.
- 3.5 No amendment, variation, waiver or consensual cancellation of this letter of support shall be of any force and effect unless reduced to writing and signed by all parties.
- 3.6 If any provision in this letter of support is or may become illegal, invalid or unenforceable in any jurisdiction affected by this letter of support, that provision will, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability and will be treated as having not been written (i.e. *pro non scripto*) and severed from the balance of this letter of support without invalidating the remaining provisions or affecting the validity or enforceability of such provision in any other jurisdiction.
- 3.7 We acknowledge that LHC has not made any representation(s) to induce us to provide this letter of support.
- 3.8 This letter of support shall be governed by, interpreted and implemented in accordance with, the laws of the Republic of South Africa (**South Africa**).

- 3.9 We consent to the non-exclusive jurisdiction of the High Court of South Africa, Gauteng Local Division, Johannesburg, for any proceedings arising out of or in connection with this letter of support, including its cancellation or purported cancellation.
- 3.10 The address for service of any written notices on us in connection with this letter of support shall be the address set out in our letterhead. We may change our address for this purpose to another physical address in South Africa by notice in writing to LHC at its address set out above, such change to be effective only on and with effect from the seventh business day (being any day other than a Saturday, Sunday or gazetted national public holiday in South Africa) after the giving of such notice.
- 3.11 This letter of support may be executed in counterparts, all of which taken together when signed by all the parties, shall constitute one and the same letter.

Yours faithfully,

Signed on this 26th day of October 2023



for and on behalf of Sanlam Investment Management (Pty) Ltd

MARLO SCHOLTZ

Head of Equity Research and Portfolio Manager

who warrants that he or she is duly authorised hereto.

Signed on this 26 day of October 2023

for and on behalf of Life Healthcare Group Holdings Limited

Name:

Capacity:

who warrants that he or she is duly authorised hereto