

**DIRECTORS' REPORT**

**REPORT OF THE BOARD OF DIRECTORS OF  
MD MEDICAL GROUP INVESTMENTS PLC  
(THE "COMPANY")**

05 April, 2017

The Company is considering the possibility of raising funds through the issuances and allotments of up to additional 8 147 000 shares of the Company with a nominal value of US\$0.08 each (the "New Shares"). The New Shares may be offered for cash consideration and will be placed directly to investors or in the form of global depositary receipts listed on the London Stock Exchange, in each case in accordance with the requirements of applicable law.

The New Shares will rank pari passu in all respects with the existing ordinary shares of the Company including the right to receive all dividends and other distributions declared, made or paid after the date of issuance in respect of the ordinary share capital of the Company.

The issuance and allotment of the New Shares is expected to take place not later than five years from the date of the general meeting at which the disapplication of pre-emption rights is approved, and such issuance and allotment is expected to be used to fund the Company's investment programme and for general corporate and working capital purposes.

The proposal is to allow the Company to issue the New Shares on a non pre-emptive basis so as to enable the Company and the Directors to react quickly to potential business opportunities and to take advantage of market conditions to efficiently raise new capital.

The issue price of any New Shares issued for cash consideration will be determined either following a bookbuilding exercise conducted by experts appointed by the Company or another generally accepted method of determining the issue price which is available in the London market. As part of the exercise of determining the issue price of any New Shares potential institutional investors may be approached or a fair value opinion may be sought from a reputable financial institution. The issue price will be determined based on a number of factors, including market demand and the then prevailing market price. The Directors consider such mechanism to be justified and consistent with market practice.

The Board of Directors of the Company considers that the transactions contemplated above are in the best interests of the shareholders as a whole and unanimously recommend that the shareholders vote in favour of the resolution to disapply the pre-emption rights relating to the issuance of the New Shares at the general meeting scheduled for 28 April, 2017.