

## TR-1: Standard form for notification of major holdings

**NOTIFICATION OF MAJOR HOLDINGS** (to be sent to the relevant issuer and to the FCA in Microsoft Word format if possible)<sup>i</sup>

<b>1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached</b> <sup>ii</sup> :		NMC Health plc		
<b>1b. Please indicate if the issuer is a non-UK issuer</b> (please mark with an "X" if appropriate)				
Non-UK issuer				<input type="checkbox"/>
<b>2. Reason for the notification</b> (please mark the appropriate box or boxes with an "X")				
An acquisition or disposal of voting rights				<input checked="" type="checkbox"/>
An acquisition or disposal of financial instruments				<input type="checkbox"/>
An event changing the breakdown of voting rights				<input checked="" type="checkbox"/>
Other (please specify) <sup>iii</sup> : Disclosure of holdings not previously disclosed				<input type="checkbox"/>
<b>3. Details of person subject to the notification obligation</b> <sup>v</sup>				
Name		Mr. Khaleefa Butti Omair Yousif Ahmed Al Muhairi		
City and country of registered office (if applicable)				
<b>4. Full name of shareholder(s)</b> (if different from 3.) <sup>v</sup>				
Name				
City and country of registered office (if applicable)				
<b>5. Date on which the threshold was crossed or reached</b> <sup>vi</sup> :		For the period from 21 February 2020 to 1 March 2020		
<b>6. Date on which issuer notified (DD/MM/YYYY):</b>		2 March 2020		
<b>7. Total positions of person(s) subject to the notification obligation</b>				
	% of voting rights attached to shares (total of 8. A)	% of voting rights through financial instruments (total of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights of issuer <sup>vii</sup>
Resulting situation on the date on which threshold was crossed or reached	3.14%		3.14%	208,703,861
Position of previous notification (if applicable)	19.73%		19.73%	

<b>8. Notified details of the resulting situation on the date on which the threshold was crossed or reached<sup>viii</sup></b>				
<b>A: Voting rights attached to shares</b>				
Class/type of shares ISIN code (if possible)	Number of voting rights <sup>x</sup>		% of voting rights	
	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)
Ordinary shares (GB00B7FC0762)	1,636,719	4,919,327	0.78%	2.36%
<b>SUBTOTAL 8. A</b>	<b>6,556,046</b>		<b>3.14%</b>	

<b>B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))</b>				
Type of financial instrument	Expiration date <sup>x</sup>	Exercise/ Conversion Period <sup>xi</sup>	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
		<b>SUBTOTAL 8. B 1</b>		

<b>B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC (DTR5.3.1.1 (b))</b>					
Type of financial instrument	Expiration date <sup>x</sup>	Exercise/ Conversion Period <sup>xi</sup>	Physical or cash settlement <sup>xii</sup>	Number of voting rights	% of voting rights
			<b>SUBTOTAL 8.B.2</b>		

<b>9. Information in relation to the person subject to the notification obligation</b> (please mark the applicable box with an "X")			
Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer <sup>xiii</sup>			
Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity <sup>xiv</sup> (please add additional rows as necessary)			X
<b>Name<sup>v</sup></b>	<b>% of voting rights if it equals or is higher than the notifiable threshold</b>	<b>% of voting rights through financial instruments if it equals or is higher than the notifiable threshold</b>	<b>Total of both if it equals or is higher than the notifiable threshold</b>
Mr Khaleefa Butti Omair Yousif Ahmed Al Muhairi	0.78%		0.78%
Infinite Investments, LLC (jointly owned and controlled by H.E. Mr Saeed Mohamed Butti Mohamed Khalfan Al Qebaisi and Mr. Khaleefa Butti Omair Yousif Ahmed Al Muhairi)	2.36%		2.36%
Khaleefa Butti Omair Al Muhairi Limited (wholly owned company of Mr Khaleefa Butti Omair Yousif Ahmed Al Muhairi)	0.00%		0.00%

<b>10. In case of proxy voting, please identify:</b>	
Name of the proxy holder	
The number and % of voting rights held	
The date until which the voting rights will be held	

## 11. Additional information<sup>xvi</sup>

This filing is being submitted to disclose the change in the voting rights for shares in NMC Health plc (the “**Company**”) owned by Khaleefa Butti Omair Al Muhairi Limited (wholly owned company of Mr. Khaleefa Butti Omair Yousif Ahmed Al Muhairi) as well as updating the market with respect to change of ownership and voting rights for other ordinary shares in NMC Health plc (“**Ordinary Shares**”) that have been sold subsequent to the latest notification on 21 February 2020 by Mr. Khaleefa Butti Omair Yousif Ahmed Al Muhairi (“**Khaleefa Bin Butti**”).

### **Investment Management Agreement with Ithmar Capital Partners**

Pursuant to an Investment Management Agreement (“**IMA**”) entered into between Khaleefa Butti Omair Al Muhairi Limited (“**KBO**”) and Ithmar Capital Partners (“**ICP**”) on 1 March 2020 Khaleefa Bin Butti will be taking a passive role in the management of his shareholding in the Company and has engaged ICP to provide investment advisory and management services to KBO. As per these arrangements, KBO has granted control to ICP over the voting rights for 17,776,468 Ordinary Shares.

### **Infinite Investments LLC**

Infinite Investments LLC (“**Infinite**”) is a company jointly owned and controlled by H.E. Saeed Mohamed Butti Mohamed Khalfan Al Qebaisi (“**H.E. Saeed Bin Butti**”) and Khaleefa Bin Butti. Infinite is a direct shareholder in the Company and owns a total of 4.71% in the Ordinary Shares. This notification for Khaleefa Bin Butti consolidates the voting rights with respect to 50% of the Ordinary Shares owned by Infinite (representing 2.36% of the Ordinary Shares) over which he now exercises sole control pursuant to an agreement dated 2 March 2020.

Post the Company’s announcement of 21 February 2020, Khaleefa Bi Butti was informed that certain Ordinary Shares held by Infinite have been sold as enforcement of security as follows:

- (a) 30,000 Ordinary Shares on 20 February 2020;
- (b) 34,000 Ordinary Shares on 21 February 2020;
- (c) 23,734 Ordinary Shares on 24 February 2020;
- (d) 45,000 Ordinary Shares on 25 February 2020; and
- (e) 240,000 Ordinary Shares on 26 February 2020.

### **Mr. Khaleefa Butti Omair Yousif Ahmed Al Muhairi**

Post the Company’s announcement of 21 February 2020, Khaleefa Bin Butti was informed that 5,000,000 Ordinary Shares, which were in custody of First Abu Dhabi Bank in the name of Khaleefa Bin Butti and pledged to Commercial Bank of Dubai (“**CBD**”), have subsequently been sold by CBD as enforcement of security on 26 February 2020.

### **BRS International Holding Ltd**

As at the date of this notification, the advisers to Khaleefa Bin Butti and H.E. Saeed Bin Butti are unable to confirm the current position of a total of 11,652,781 Ordinary Shares held by BRS International Holding Limited (“**BRSIH**”). Pending the outcome of the ongoing investigations, these 11,652,781 Ordinary Shares have not been included in this notification.

Dr. Bavaguthu Raghuram Shetty ("**Dr B.R. Shetty**") and his controlled entities have historically comprised a concert party with Khaleefa Bin Butti and H.E. Saeed Bin Butti. The interests held by Khaleefa Bin Butti and H.E. Saeed Bin Butti, whether directly or through companies which they own and control, are not for the purposes of this notification, aggregated with those of the Dr B.R. Shetty group.

- (1) 20,428,571 Ordinary Shares held by BRSIH were to be held to the order of Khaleefa Bin Butti and H.E. Saeed Bin Butti by Dr. B.R. Shetty pursuant to the document entitled "Memorandum of Understanding" dated 31 May 2017 ("**MoU**") referred to in the NMC's announcement of 10 February 2020.

As per the MoU, these 20,428,571 Ordinary Shares were to be voted in accordance with the instructions of Khaleefa Bin Butti and H.E. Saeed Bin Butti. Notwithstanding the purported arrangement pursuant to which the Ordinary Shares were to be held to the order of Khaleefa Bin Butti and H.E. Saeed Bin Butti and voted in accordance with their instructions, the advisers to Khaleefa Bin Butti and H.E. Saeed Bin Butti continue to assess the ownership and control of the rights attaching to those shares.

Of the 20,428,571 Ordinary Shares held to the order of Khaleefa Bin Butti and H.E. Saeed Bin Butti:

- (a) 13,500,000 Ordinary Shares were transferred to First Abu Dhabi Bank in the name of BRSIH with 10,900,000 Ordinary Shares free of encumbrance and 2,600,000 Ordinary Shares pledged to United Arab Bank ("**UAB**") of which 2,600,000 Ordinary Shares have subsequently been sold by UAB as enforcement of security; and
- (b) 6,500,000 Ordinary Shares were transferred to Al Salam Bank Bahrain ("**Al Salam**") to an account in the name of BRSIH and pledged to Al Salam, of which 6,175,790 Ordinary Shares have subsequently been sold by Al Salam as enforcement of security, leaving 324,210 Ordinary Shares that were previously pledged with Al Salam unencumbered by Khaleefa Bin Butti and H.E. Saeed Bin Butti.

The advisers to Khaleefa Bin Butti and H.E. Saeed Bin Butti are unable to confirm the current position in the remaining 428,571 Ordinary Shares. In addition, they are unable to confirm the current position in relation to the 10,900,000 Ordinary Shares that they understood were being held by First Abu Dhabi Bank. Khaleefa Bin Butti and H.E. Saeed Bin Butti note the announcement by the NMC Health plc dated 18 February 2020 (RNS Number: 3932D) relating to the sale of those shares and are seeking urgent clarification in respect of the same. Khaleefa Bin Butti and H.E. Saeed Bin Butti are also seeking urgent clarification in relation to the 324,210 Ordinary Shares that they understand are being held by Al Salam, and in relation to which they note the Form 8.3 announcement published by Dr B.R. Shetty dated 23 February 2020 (RNS Number: 9315D).

<b>Place of completion</b>	Abu Dhabi
<b>Date of completion</b>	2 March 2020

**Annex: Notification of major holdings** (to be filed with the FCA only)

<b>A: Identity of the person subject to the notification obligation</b>	
Full name (including legal form for legal entities)	Mr Khaleefa Butti Omair Yousif Ahmed Al Muhairi
Contact address (registered office for legal entities)	P.O. Box: 48288, Abu Dhabi, United Arab Emirates
E-Mail	<a href="mailto:treasury@kbbogroup.com">treasury@kbbogroup.com</a>
Phone number / Fax number	T: +971 2 6664101; F: +971 2 6662123
Other useful information (at least legal representative for legal persons)	

<b>B: Identity of the notifier, if applicable</b>	
Full name	Mr Khaleefa Butti Omair Yousif Ahmed Al Muhairi
Contact address	P.O. Box: 48288, Abu Dhabi, United Arab Emirates
E-Mail	<a href="mailto:treasury@kbbogroup.com">treasury@kbbogroup.com</a>
Phone number / Fax number	T: +971 2 6664101; F: +971 2 6662123
Other useful information (e.g. functional relationship with the person or legal entity subject to the notification obligation)	

<b>C: Additional information</b>

Please send the completed form together with this annex to the FCA at the following email address: [Majorshareholdings@fca.org.uk](mailto:Majorshareholdings@fca.org.uk). Please send in Microsoft Word format if possible.

## Notes

<sup>i</sup> Please note that national forms may vary due to specific national legislation (Article 3(1a) of Directive 2004/109/EC) as for instance the applicable thresholds or information regarding capital holdings.

<sup>ii</sup> Full name of the legal entity and further specification of the issuer or underlying issuer, provided it is reliable and accurate (e.g. address, LEI, domestic number identity). Indicate in the relevant section whether the issuer is a non UK issuer.

<sup>iii</sup> Other reason for the notification could be voluntary notifications, changes of attribution of the nature of the holding (e.g. expiring of financial instruments) or acting in concert.

<sup>iv</sup> This should be the full name of (a) the shareholder; (b) the natural person or legal entity acquiring, disposing of or exercising voting rights in the cases provided for in DTR5.2.1 (b) to (h)/ Article 10 (b) to (h) of Directive 2004/109/EC; (c) all parties to the agreement referred to in Article 10 (a) of Directive 2004/109/EC (DTR5.2.1 (a)) or (d) the holder of financial instruments referred to in Article 13(1) of Directive 2004/109/EC (DTR5.3.1).

As the disclosure of cases of acting in concert may vary due to the specific circumstances (e.g. same or different total positions of the parties, entering or exiting of acting in concert by a single party) the standard form does not provide for a specific method how to notify cases of acting in concert.

In relation to the transactions referred to in points (b) to (h) of Article 10 of Directive 2004/109/EC (DTR5.2.1 (b) to (h)), the following list is provided as indication of the persons who should be mentioned:

- in the circumstances foreseen in letter (b) of Article 10 of that Directive (DTR5.2.1 (b)), the natural person or legal entity that acquires the voting rights and is entitled to exercise them under the agreement and the natural person or legal entity who is transferring temporarily for consideration the voting rights;

- in the circumstances foreseen in letter (c) of Article 10 of that Directive (DTR5.2.1 (c)), the natural person or legal entity holding the collateral, provided the person or entity controls the voting rights and declares its intention of exercising them, and natural person or legal entity lodging the collateral under these conditions;

- in the circumstances foreseen in letter (d) of Article 10 of that Directive (DTR5.2.1 (d)), the natural person or legal entity who has a life interest in shares if that person or entity is entitled to exercise the voting rights attached to the shares and the natural person or legal entity who is disposing of the voting rights when the life interest is created;

- in the circumstances foreseen in letter (e) of Article 10 of that Directive (DTR5.2.1 (e)), the controlling natural person or legal entity and, provided it has a notification duty at an individual level under Article 9 (DTR 5.1), under letters (a) to (d) of Article 10 of that Directive (DTR5.2.1 (a) to (d)) or under a combination of any of those situations, the controlled undertaking;

- in the circumstances foreseen in letter (f) of Article 10 of that Directive (DTR5.2.1 (f)), the deposit taker of the shares, if he can exercise the voting rights attached to the shares deposited with him at his discretion, and the depositor of the shares allowing the deposit taker to exercise the voting rights at his discretion;

- in the circumstances foreseen in letter (g) of Article 10 of that Directive (DTR5.2.1 (g)), the natural person or legal entity that controls the voting rights;

- in the circumstances foreseen in letter (h) of Article 10 of that Directive (DTR5.2.1 (h)), the proxy holder, if he can exercise the voting rights at his discretion, and the shareholder who has given his proxy to the proxy holder allowing the latter to exercise the voting rights at his discretion (e.g. management companies).

<sup>v</sup> Applicable in the cases provided for in Article 10 (b) to (h) of Directive 2004/109/EC (DTR5.2.1 (b) to (h)). This should be the full name of the shareholder who is the counterparty to the natural person or legal entity referred to in Article 10 of that Directive (DTR5.2) unless the percentage of voting rights held by the shareholder is lower than the lowest notifiable threshold for the disclosure of voting rights holdings in accordance with national practices (e.g. identification of funds managed by management companies).

<sup>vi</sup> The date on which threshold is crossed or reached should be the date on which the acquisition or disposal took place or the other reason triggered the notification obligation. For passive crossings, the date when the corporate event took effect.

*vii The total number of voting rights shall be composed of all the shares, including depository receipts representing shares, to which voting rights are attached even if the exercise thereof is suspended.*

*viii If the holding has fallen below the lowest applicable threshold in accordance with national law, please note that it might not be necessary in accordance with national law to disclose the extent of the holding, only that the new holding is below that threshold.*

*ix In case of combined holdings of shares with voting rights attached "direct holding" and voting rights "indirect holding", please split the voting rights number and percentage into the direct and indirect columns – if there is no combined holdings, please leave the relevant box blank.*

*x Date of maturity/expiration of the financial instrument i.e. the date when right to acquire shares ends.*

*xi If the financial instrument has such a period – please specify this period – for example once every 3 months starting from [date].*

*xii In case of cash settled instruments the number and percentages of voting rights is to be presented on a delta-adjusted basis (Article 13(1a) of Directive 2004/109/EC) (DTR 5.3.3.A).*

*xiii If the person subject to the notification obligation is either controlled and/or does control another undertaking then the second option applies.*

*xiv The full chain of controlled undertakings starting with the ultimate controlling natural person or legal entity has to be presented also in the cases, in which only on subsidiary level a threshold is crossed or reached and the subsidiary undertaking discloses the notification as only thus the markets get always the full picture of the group holdings. In case of multiple chains through which the voting rights and/or financial instruments are effectively held the chains have to be presented chain by chain leaving a row free between different chains (e.g.: A, B, C, free row, A, B, D, free row, A, E, F etc.).*

*xv The names of controlled undertakings through which the voting rights and/or financial instruments are effectively held have to be presented irrespectively whether the controlled undertakings cross or reach the lowest applicable threshold themselves.*

*xvi Example: Correction of a previous notification.*