



Spire Healthcare

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser or other independent adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have sold or otherwise transferred all your shares in Spire Healthcare Group plc, please pass this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom you made the sale or transfer, for transmission to the purchaser or transferee.

Spire Healthcare Group plc (09084066)

Notice of Annual General Meeting 2016

The second annual general meeting of Spire Healthcare Group plc will be held at the offices of J.P. Morgan, 60 Victoria Embankment, London EC4Y 0JP on Thursday, 19 May 2016 at 11.00am.

13 APRIL 2016

*Dear Shareholder,
I am delighted to invite you to
the second annual general meeting
(the 'AGM' or the 'Meeting')
of Spire Healthcare Group plc
(the 'Company') which will be
held at the offices of J.P. Morgan,
60 Victoria Embankment,
London EC4Y 0JP on Thursday,
19 May 2016 at 11.00am.*

Full details of the business of the AGM and the resolutions that will be put to Shareholders are set out in the enclosed Notice of Meeting. All of your Board will stand for election or re-election at the AGM in line with best practice and the biographies of each of them can be found on pages 7 and 8 of the Notice of Meeting.

The AGM gives the Board of Directors the opportunity to present the Company's performance and strategy to Shareholders and to listen and respond to their questions. Shareholders who wish to put any questions to the Board prior to the Meeting are invited to send these for the attention of the Group Company Secretary to companysecretary@spirehealthcare.com. There will also be the opportunity to meet Directors and senior management of the Company both before and after the Meeting.

If you cannot come to the AGM in person, your vote is still important and I would urge you to complete, sign and return the enclosed proxy card to our registrar, Equiniti Limited ('Equiniti'). Alternatively, you can appoint a proxy online at www.sharevote.co.uk and further instructions are provided on the reverse of the enclosed form. Proxy appointments must be received by Equiniti no later than 11.00am on Tuesday, 17 May 2016. If you hold your share through Corporate Sponsored Nominee, you will need to cast your vote no later than 11.00am on Monday, 16 May 2016.

At the AGM, all resolutions will be voted on a poll which ensures Shareholders' votes are counted according to the number of shares held. Following the conclusion of the Meeting the results of the poll will be announced via a regulated information service and made available on the Company's website at www.spirehealthcare.com.

If you would like to receive notice of future general meetings electronically, please register through the online service provided by Equiniti at www.shareview.co.uk.

RECOMMENDATION

Your Directors believe all the proposals to be considered at the Meeting to be in the best interests of the Company and its Shareholders as a whole. They therefore unanimously recommend Shareholders to vote in favour of each of these resolutions, as they intend to in respect of their own beneficial shareholdings.

Your Board, and I, look forward to welcoming you to the AGM and to meeting as many of you as possible.

Yours faithfully

Garry Watts
Chairman

Notice of the Annual General Meeting 2016

NOTICE IS HEREBY GIVEN that the second annual general meeting ('AGM' or the 'Meeting') of Spire Healthcare Group plc (the 'Company') will be held at the offices of J.P. Morgan, 60 Victoria Embankment, London EC4Y 0JP on Thursday, 19 May 2016 at 11.00am for the transaction of the following business:

To consider and, if thought fit, to pass resolutions 1 to 17 below as ordinary resolutions and resolutions 18 and 19 below as special resolutions:

ORDINARY RESOLUTIONS

1. THAT the report of the Directors and the audited accounts of the Company for the year ended 31 December 2015 be received (see Explanatory Notes on page 7).
2. THAT the Directors' remuneration report excluding the Directors' remuneration policy set out on pages 76 and 77, and pages 86 to 93 in the Annual Report and Accounts for the year ended 31 December 2015 be approved (see Explanatory Notes on page 7).
3. THAT a final dividend of 2.4 pence per ordinary share for the year ended 31 December 2015 be declared, to be paid on 28 June 2016 to holders of ordinary shares in the capital of the Company on the register of members at close of business on 3 June 2016 (see Explanatory Notes on page 7).
4. THAT Mr Tony Bourne be re-elected a Director of the Company (see Explanatory Notes on page 7).
5. THAT Mr John Gildersleeve be re-elected a Director of the Company (see Explanatory Notes on page 7).
6. THAT Mr Simon Gordon be re-elected a Director of the Company (see Explanatory Notes on page 7).
7. THAT Professor Dame Janet Husband be re-elected a Director of the Company (see Explanatory Notes on page 7).
8. THAT Mr Robert Lerwill be re-elected a Director of the Company (see Explanatory Notes on page 8).
9. THAT Mr Danie Meintjes be elected a Director of the Company (see Explanatory Notes on page 8).
10. THAT Mr Rob Roger be re-elected a Director of the Company (see Explanatory Notes on page 8).
11. THAT Mr Simon Rowlands be re-elected a Director of the Company (see Explanatory Notes on page 8).
12. THAT Mr Garry Watts be re-elected a Director of the Company (see Explanatory Notes on page 8).
13. THAT Ernst & Young LLP be reappointed as Auditor of the Company to hold office from the conclusion of the Meeting until the conclusion of the next annual general meeting of the Company at which accounts are laid (see Explanatory Notes on page 8).
14. THAT the Directors be authorised, subject to the passing of Resolution 13 above, to determine the Auditor's remuneration (see Explanatory Notes on page 8).
15. THAT the Company and those companies which are subsidiaries of the Company at any time during the period for which this Resolution has effect be authorised for the purposes of Part 14 of the Companies Act 2006 (the 'Companies Act') during the period from the date of the passing of this Resolution to the end of the next annual general meeting or 18 August 2017, whichever is the earlier:
 - (i) to make political donations to political parties, and/or independent election candidates;
 - (ii) to make political donations to political organisations other than political parties; and
 - (iii) to incur political expenditure,up to an aggregate amount of £100,000, and the amount authorised under each of paragraphs (i) to (iii) shall also be limited to such amount.

Words and expressions defined for the purposes of the Companies Act shall have the same meaning in this Resolution (see Explanatory Notes on page 8).
16. THAT the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert any security into shares:
 - (a) up to a nominal amount of £1,336,938; and
 - (b) comprising equity securities (as defined in Section 560(1) of the Companies Act) up to a further nominal amount of £1,336,938 in connection with an offer by way of a rights issue;such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act and to expire at the end of the next annual general meeting or on 18 August 2017, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of this Resolution 'rights issue' means an offer to Shareholders in proportion (as nearly as may be practicable) to their existing holdings, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory (see Explanatory Notes on pages 9).

Notice of the Annual General Meeting 2016 *continued*

17. THAT:

- (a) the rules of the Spire Healthcare Group plc SAYE Option Scheme 2016 (SAYE), described in the circular of which the notice containing this resolution forms part and in the form produced in draft to the meeting and for the purpose of identification initialled by the Chairman of the meeting, be and are hereby approved and adopted; and
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to do all such things as may be necessary or desirable to carry the SAYE into effect, including making any changes to the rules of the SAYE necessary or desirable in order to ensure that the directors can make a valid declaration to HM Revenue & Customs that the SAYE satisfies the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003; and
 - (ii) to adopt further plans based on the SAYE but modified to take account of local tax, exchange control or securities law in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the SAYE (see Explanatory Notes on page 9).

SPECIAL RESOLUTIONS

18. THAT, subject to the passing of Resolution 16 above, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Companies Act) wholly for cash:

- (a) pursuant to the authority given by paragraph (a) of Resolution 16 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act in each case:
 - (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £401,081; and
- (b) pursuant to the authority given by paragraph (b) of Resolution 16 above in connection with a rights issue,

as if Section 561(1) of the Companies Act did not apply to any such allotment; such power to expire at the end of the next annual general meeting or on 18 August 2017, whichever is the earlier, but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

For the purposes of this Resolution:

- (a) 'rights issue' has the same meaning as in Resolution 16 above;

- (b) 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the Directors to holders (other than the Company) on the register of members on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- (c) references to an allotment of equity securities shall include a sale of treasury shares; and
- (d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights (see Explanatory Notes on page 9).

19. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice (see Explanatory Notes on page 10).

By Order of the Board

Daniel Toner
General Counsel and Group Company Secretary
13 April 2016

Registered office: 3 Dorset Rise, London EC4Y 8EN

Notes

1. Shareholders (or their proxies) are entitled to attend and vote at general meetings of the Company. On a vote by 'show of hands' every Shareholder or effectively appointed proxy who is present shall have one vote. On a poll vote every Shareholder who is present in person or by proxy shall have one vote for every ordinary share of which he is the holder.
2. A Shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and speak and vote at the AGM. A Shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. Proxies need not be Shareholders of the Company.
3. The appointment of a proxy must be in writing in any usual or common form or in any other form which the Directors may approve and (i) in the case of an individual must either be signed by the appointor or his attorney; and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on, or authentication of, such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
4. A Form of Proxy is enclosed with this notice. The appointment of a proxy will not preclude a Shareholder from attending the AGM and voting in person if they subsequently wish to do so.
5. To be effective, the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must either be (a) sent to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or (b) lodged using the CREST Proxy Voting Service – see Note 9 below – in each case so as to arrive no later than 11.00am on Tuesday, 17 May 2016 or, if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those Shareholders registered in the register of members of the Company as at 6.00pm on Tuesday, 17 May 2016 will be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after 6.00pm on 17 May 2016 will be disregarded in determining the rights of any person to attend or vote at the AGM.
6. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act ('Nominated persons'). Nominated persons may have a right under an agreement with the Shareholder on whose behalf they hold the shares to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
7. Entitlement to attend and vote at the AGM, and the number of votes which may be cast at the AGM, will be determined by reference to the Company's register of members at 6.00pm on Tuesday, 17 May 2016 or, if the AGM is adjourned, at 6.00pm on the day two days before the day fixed for the adjourned AGM (as the case may be). In each case, changes to the register of members after such time will be disregarded.
8. As at 11 April 2016 (which is the last practicable date before the publication of this Notice) the Company's issued share capital consists of 401,081,391 ordinary shares, carrying one vote each on a poll. Therefore, the total voting rights in the Company as at 11 April 2016 were 401,081,391.
9. CREST Shareholders who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 19 May 2016 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com. CREST personal Shareholders or other CREST sponsored Shareholders, and those CREST Shareholders who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for the appointment of a proxy or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy, the revocation in appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of appointments of proxy specified in Note 5 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to the appointed Proxy by other means.
11. CREST Shareholders (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST Shareholder concerned to take (or, if the CREST Shareholder is a CREST personal Shareholder or sponsored Shareholder or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST Shareholders (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Notes continued

13. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual Shareholder provided that they do not do so in relation to the same shares.
14. Shareholders should note that under Section 527 of the Companies Act it is possible that Shareholders meeting the threshold requirements set out in that section may require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM or (ii) any circumstance connected with an Auditor of the Company appointed for the financial year ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the Shareholder requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act. Where the Company is required to place a statement on the website under Section 527 of the Companies Act, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act to publish on a website.
15. All Shareholders and their proxies have the right to, and will have the opportunity to, ask questions at the Meeting. When invited by the Chairman, any Shareholder or proxy who wishes to ask a question should wait for a Company representative to bring them a microphone. It would be helpful if questioners could state their name before asking their question. Questions may not be answered at the Meeting if they are deemed not to be in the interests of the Company or the good order of the Meeting, would involve the disclosure of confidential information, or the answer has already been given on the website. The Chairman may also nominate a Company representative to answer a specific question after the Meeting or refer the response to the Company's website.
16. Shareholders have the right, under Section 338 of the Companies Act, to require the Company to give Shareholders entitled to receive notice of the AGM, notice of a resolution which the Shareholders wish to be moved at the Company's AGM. Additionally, Shareholders have the right under Section 338A of the Companies Act to require the Company to include a matter (other than a proposed resolution) in the business to be dealt with at the AGM. The Company is required to give such notice of a resolution or include such matter once it has received requests from Shareholders representing at least 5% of the total voting rights of all the Shareholders who have a right to vote at the AGM or from at least 100 Shareholders with the same right to vote who hold shares in the Company on which there has been paid up an average sum per Shareholder of at least £100. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or electronic form and must be received by the Company not later than six clear weeks before the AGM or, if later, the time at which notice is given of the AGM. In the case of a request relating to Section 338A of the Companies Act, the request must be accompanied by a statement setting out the grounds for the request.
17. In accordance with Section 311A of the Companies Act, the contents of this notice of meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM, details of the total number of the voting rights that Shareholders are entitled to exercise at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website at www.spirehealthcare.com.
18. Email addresses provided in this notice of meeting or any related documents (including the Form of Proxy) should not be used to communicate with the Company for any purposes other than those expressly stated.
19. Each of the resolutions to be put to the meeting will be voted on by poll and not by 'show of hands'. This is a more transparent method of voting as Shareholders' votes are counted according to the number of shares held. As soon as practicable after the AGM the results of the poll (and other information required by Section 341 of the Companies Act) will be announced via a regulated information service and made available on the Company's website at www.spirehealthcare.com.
20. Copies of all contracts of service or, where applicable, letters of appointment of the Directors are available for inspection during business hours at the registered office of the Company and will also be available for inspection at the place of the Meeting for fifteen minutes prior to and during the AGM.
21. Only Shareholders of ordinary shares (or their proxies) are entitled to attend or vote at the AGM.
22. This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser or other independent adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have sold or otherwise transferred all your shares in Spire Healthcare Group plc, please pass this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom you made the sale or transfer, for transmission to the purchaser or transferee.

Explanatory Notes to Business of the Annual General Meeting 2016

ORDINARY AND SPECIAL RESOLUTIONS

Resolutions 18 and 19 are special resolutions; the remainder are ordinary resolutions. Ordinary resolutions require a simple majority of Shareholders voting in person or by proxy to pass the resolutions, whereas special resolutions require at least 75% of Shareholders voting in person or by proxy to pass the resolutions.

ITEMS OF BUSINESS

Receipt of 2015 Annual Report and declaration of a dividend (Resolutions 1 and 3)

Resolution 1 deals with the receipt of the Directors' report and audited accounts of the Company. Resolution 3 deals with the declaration of the final dividend of 2.4 pence per ordinary share for the year ended 31 December 2015. If approved, the final dividend will be paid on 28 June 2016 to Shareholders on the register of members at 3 June 2016.

Remuneration Report (Resolution 2)

In accordance with the provisions of the UK Companies Act 2006 (the 'Companies Act'), the Directors' Remuneration Report contained within the 2015 Annual Report comprises:

- an Annual Statement from the Remuneration Committee Chairman, Tony Bourne; and
- the Annual Report on Remuneration.

Resolution 2 seeks shareholder approval for the Directors' Remuneration Report as set out on pages 76 and 77, and pages 86 to 93 (inclusive) of the 2015 Annual Report. This vote by ordinary resolution is advisory only. The Company's Remuneration Policy was approved by Shareholders at the 2015 annual general meeting for a period of up to three years, a copy of which can be found repeated in full on pages 78 to 85 inclusive of the 2015 Annual Report.

Election of Directors (Resolutions 4 to 12)

All the Directors will retire and offer themselves for re-election at the AGM in accordance with the Company's Articles of Association and the UK Corporate Governance Code (which recommends that all Directors of FTSE 350 companies be subject to annual election by Shareholders).

The Company completed its first evaluation of the Board's performance and effectiveness in 2015 which concluded that the Board was operating effectively, in an open and transparent manner, providing support and challenge to senior management. Each Non-Executive Director has shown sufficient time commitment to the role. As such, the Chairman recommends the election or re-election of each of the Directors standing.

The biographies below contain details of the individual skills and experience that each Director brings to the Board.

Tony Bourne, Independent Non-Executive Director

Tony Bourne was appointed an independent Non-Executive Director in June 2014.

Current external appointments

- non-executive director of Barchester Healthcare Limited
- non-executive director of Bioquell Plc
- non-executive director of Totally plc

Skills and previous experience

Tony brings considerable knowledge of the healthcare industry to his role having been chief executive of the British Medical Association for nine years until 2013. Prior to this, he was in investment banking for over 25 years, including as a partner at Hawkpoint and as global head of the equities division and a member of the managing board of Paribas. Tony has also previously served as a non-executive director of Southern Housing Group, and the charity, Scope.

Simon Gordon, Chief Financial Officer

Simon Gordon joined Spire Healthcare as Chief Financial Officer in July 2011 and became an Executive Director of the Company in June 2014.

Skills and previous experience

Simon has a broad range of financial experience and brings invaluable knowledge of both audit and transaction advisory projects for both listed and private companies to the role. He qualified as a chartered accountant with KPMG before spending eight years as group finance director of Virgin Active. During his time at Virgin Active, the business grew from break-even to £150 million EBITDA, operating in five countries. This growth was achieved by a successful combination of organic development and acquisition.

John Gildersleeve, Deputy Chairman and Senior Independent Director

John Gildersleeve was appointed the Deputy Chairman and Senior Independent Director in June 2014.

Current external appointments

- chairman of The British Land Company plc
- deputy chairman of TalkTalk Telecom Group plc

Skills and previous experience

John is an experienced executive with strong operational expertise from a number of listed companies and is a skilled nomination committee chair. He served as an executive director of Tesco PLC and was formerly chairman of Carphone Warehouse Group plc, EMI Group plc and Gallaher Group plc. John was also a non-executive director of Dixons Carphone plc, Lloyds TSB Bank plc, Pick N Pay Stores Limited (South Africa) and Vodafone Group plc.

Professor Dame Janet Husband, Independent Non-Executive Director

Dame Janet Husband was appointed an independent Non-Executive Director in June 2014.

Current external appointments

- Emeritus Professor of Radiology at the Institute of Cancer Research
- non-executive director of Royal Marsden NHS Foundation Trust

Skills and experience

Having trained in medicine at Guy's Hospital Medical School, Dame Janet's extensive career in healthcare allows her to bring invaluable insight and knowledge of the healthcare industry. She has previously served as a specially appointed commissioner to the Royal Hospital Chelsea, was president of the Royal College of Radiologists, chaired the National Cancer Research Institute in the UK and was a non-executive director of Nuada Medical Group. Dame Janet was appointed as Professor of Diagnostic Radiology at the University of London, Institute of Cancer Research, in addition to more than 30 years as a practising consultant radiologist at the Royal Marsden Hospital.

Explanatory Notes to Business of the Annual General Meeting 2016 *continued*

Robert Lerwill, Independent Non-Executive Director

Robert Lerwill was appointed an independent Non-Executive Director in June 2014. As a chartered accountant by profession, he is deemed by the Board to have recent and relevant financial experience.

Current external appointments

- non-executive director of Reynolds American Inc (USA)
- non-executive director of DJI (Holdings) plc
- non-executive director of Impello plc
- non-executive director of ITC Limited (India)

Skills and experience

Robert is a skilled board director and audit committee member with relevant industry knowledge who has held senior financial and management positions with both WPP plc and Cable & Wireless plc. He has served as chief executive officer of Aegis plc, chairman of Synergy Health plc and as a non-executive director of both British American Tobacco plc and the Payments Council Limited. Robert has also attended the Advanced Management Program at Harvard Business School.

Danie Meintjes, Non-Executive Director

Danie Meintjes was appointed as a Non-Executive Director in August 2015. The Company does not consider Danie to be independent as he has been appointed to the Board by the Company's principal shareholder, Mediclinic International, under the terms of the relationship agreement with them.

Current external appointments

- chief executive officer of Mediclinic International PLC

Career and other appointments

Danie joined the Mediclinic International group in 1985, where he has held a number of senior positions. He was appointed as a director of Mediclinic International Limited (South Africa) in 1996 and then became its chief executive officer in April 2010. Danie holds a Bachelor of Personnel Leadership from the University of the Free State (South Africa) and has also attended the Advanced Management Program at Harvard Business School.

Rob Roger, Chief Executive Officer

Rob Roger was appointed Chief Executive Officer of the Group in May 2011 having previously held the position of Chief Financial Officer since Spire Healthcare's formation in 2007. He became an Executive Director of the Company in June 2014. Rob will step down from the Board and leave the Company in June 2016.

Skills and previous experience

As a qualified chartered accountant, Rob combines a sound financial background with broad operational experience to lead and deliver the Group's strategy. Prior to joining Spire Healthcare, he spent nine years with The Tussauds Group as chief financial officer. During this time, Rob also had responsibility for business development, was acting chief executive officer and oversaw the international development of the brand. He led the sale of the Tussauds Group to Merlin Entertainment in April 2007. Rob has previously been chief financial officer of both First Choice Holidays and Flights, and Pizza Hut in France.

Simon Rowlands, Non-Executive Director

Simon Rowlands was appointed a Non-Executive Director in June 2014, although he served in a similar capacity prior to Admission having been an appointment of Cinven, the Company's former principal shareholder. The Company does not consider Simon to be independent due to the senior position he continues to hold with Cinven Partners.

Current external appointments

- senior adviser of Cinven Partners
- non-executive director of Avio S.P.A. (Italy)
- non-executive director of MD Medical Group Investment plc

Skills and experience

Simon's extensive knowledge of the Company and its markets, combined with his wise counsel over a number of years, were among the reasons he was asked to continue to serve as a member of the Board following Cinven's sale of their shareholding. He was a founding partner of the private equity firm Cinven Partners until 2012, and established and led its healthcare team. Prior to joining Cinven, Simon worked with an international consulting firm on multidisciplinary engineering projects in the UK and southern Africa.

Garry Watts, Executive Chairman

Garry Watts joined the Group as Executive Chairman in 2011 before becoming Non-Executive Chairman between Admission and March 2016. He resumed the role of Executive Chairman in March 2016. The Company does not consider Garry to be independent due to his executive role.

Current external appointments

- chairman of BTG plc
- chairman of Foxtons Group plc
- deputy chairman of Stagecoach Group plc*
- non-executive director of Coca-Cola Enterprises, Inc

Skills and previous experience

A chartered accountant by profession and former partner at KPMG, Garry's extensive business knowledge and leadership of other listed company boards, including SSL International plc and Celltech Group plc, has ensured a seamless transition from private to public for the Company. He has a deep understanding of the healthcare sector having served as a member of the UK Medicines and Healthcare Products Regulatory Agency Supervisory Board for 17 years. Garry was also previously an executive director of Medeva plc and a non-executive director of Protherics plc.

Reappointment of Auditor and authorisation of Directors to determine its remuneration (Resolutions 13 and 14)

Resolutions 13 and 14 deal, respectively, with the reappointment of Ernst & Young LLP as Auditor of the Company and the authorisation of the Directors to determine its remuneration for the current financial year. The level of remuneration paid in 2015 by way of audit fees to the Auditor, together with the amounts paid in respect of non-audit fees, are shown in note 12 on page 118 of the 2015 Annual Report.

Authority for the Company to incur political expenditure (Resolution 15)

Resolution 15 is an ordinary resolution which authorises the Company and its UK subsidiaries to make political donations and to incur political expenditure. The Companies Act requires companies to obtain Shareholders' authority for donations to registered political parties, other political organisations and independent election candidates totalling more than £5,000 in any twelve month period, and for any political expenditure, subject to limited exceptions. The definitions of 'donations', 'political organisations', 'independent election candidates' and 'political expenditure' are very wide in this context and there is concern that they may have had the effect of covering a number of normal business activities that would not be thought to be political donations in the usual sense.

* Garry Watts will step down from the board of Stagecoach Group plc in July 2016.

As required by the Companies Act, the resolution is in general terms and does not purport to authorise particular donations. It remains the policy of the Company not to make political donations or incur political expenditure as those expressions are normally understood, and the Company has no present intention of using such authority granted. This was previously approved by Shareholders at the annual general meeting in May 2015.

Hence, to avoid inadvertent infringement of the Companies Act, the Directors are again seeking Shareholders' authority for the Company and its subsidiaries to make political donations and to incur political expenditure during the period from the passing of the resolution until the conclusion of the Company's next annual general meeting or 18 August 2017, whichever is the earlier, up to a maximum aggregate amount of £100,000.

Directors' authority to allot shares (Resolution 16)

Under the Companies Act the directors may only allot unissued shares if authorised to do so by the Shareholders in general meeting. As this is the first Annual General Meeting of the company, Shareholders have not previously granted the Directors authority to allot relevant securities under Section 551 of the Companies Act.

Resolution 16 thus seeks authority to allow the Directors to allot shares or grant rights to subscribe for or convert any security into shares up to an aggregate nominal amount of £1,336,938 representing an amount equal to one-third of the Company's issued share capital (excluding treasury shares) as at 11 April 2016. This authority complies with the latest institutional guidelines issued by the Association of British Insurers ('ABI').

In addition, the Company is seeking authority in part (b) of Resolution 16 to allow the Directors to allot new shares or grant rights to subscribe for or convert any security into shares only in connection with a rights issue up to a further nominal value of £1,336,938 representing an amount equal to one-third of the Company's issued share capital (excluding treasury shares) as at 11 April 2016. If this resolution is passed, the Directors will have the authority in certain circumstances to allot new shares and other relevant securities up to a total nominal value of £2,673,876 representing a total amount equal to two-thirds of the Company's issued share capital (excluding treasury shares) as at 11 April 2016.

The Company has no present intention of undertaking a rights issue, or of allotting new shares other than in connection with any outstanding share option awards.

The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place. If this authority – as set out in part (b) of Resolution 16 – was used, the Board anticipates that all Directors would submit themselves for re-election at the subsequent annual general meeting.

The authorities granted in Resolution 16 will expire on the date of the Company's next annual general meeting or 18 August 2017, whichever is the earlier.

Authority for the Company to adopt the Spire Healthcare Group plc SAYE Option Scheme (Resolution 17)

Resolution 17 is to authorise the adoption of the Spire Healthcare Group plc SAYE Option Scheme 2015 (SAYE). The SAYE is an all employee savings related share option scheme, which takes advantage of the tax beneficial status of savings related share option schemes which comply with Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003. Participation in the SAYE will be open to all

employees and encourages employees to build a stake in the Company. The principal terms of the SAYE are set out on pages 10 and 11.

The rules of the SAYE will be available for inspection during normal business hours on Monday to Friday (excluding bank holidays) at the Company's registered office of 3 Dorset Rise, London EC4Y 8EN from the date of this document until the close of the AGM and at the place of the AGM for at least 15 minutes before the AGM and during the AGM.

SPECIAL RESOLUTIONS

Directors' authority to allot shares other than on a pre-emptive basis (Resolution 18)

If equity securities are to be allotted for cash using the authority given by Resolution 16 explained above, Section 561(1) of the Companies Act requires that those securities be offered first to existing Shareholders in proportion to their existing holdings. The Board considers it appropriate for the Company to seek approval from Shareholders to waive these rights in certain circumstances, in order to allow the Company maximum flexibility to react to future business needs without the need to comply with the strict requirements of the statutory pre-emption provisions.

To this end, Resolution 18 is a special resolution which request the authority for Directors, once granted by the Shareholders at a the first general meeting, to allot equity securities, or sell treasury shares, for cash without first being required to offer such shares to existing Shareholders in proportion to their existing holdings.

Apart from a rights issue or other pre-emptive offer concerning equity securities, the authority will be limited to the issue of shares for cash up to a maximum aggregate nominal value of 10% of the Company's issued share capital (excluding treasury shares) as at 11 April 2016. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 18:

- (i) in excess of an amount equal to 5% of the total issued ordinary share capital of the Company excluding treasury shares; or
- (ii) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company excluding treasury shares within a rolling three-year period, without prior consultation with Shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. None of the Company's current issued share capital has been allotted for cash on a non-pre-emptive basis to settle obligations arising from the exercise of share incentives during the period since incorporation.

Resolution 18 seeks a disapplication of the pre-emption rights in relation to a rights issue to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems, for example issues arising as a result of local legal or regulatory requirements in respect of overseas Shareholders' participation in a rights issue. It complies with the ABI and Pre-Emption Group's Statement of Principles.

If passed, the authority given in this Resolution will expire on the date of the Company's next annual general meeting or 18 August 2017, whichever is the earlier.

Explanatory Notes to Business of the Annual General Meeting 2016 *continued*

Authority for the Company to call a general meeting on 14 clear days' notice (Resolution 19)

Under the Companies Act, the notice period required for all general meetings of the Company is 21 days. Annual general meetings will always be held on at least 21 clear days' notice but Shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days.

Resolution 19 is a special resolution which will preserve the ability of the Company (other than an annual general meeting) to call general meetings on 14 clear days' notice. The Company does not propose to use this reduced notice period as a matter of routine, but wishes to maintain the flexibility to do so where it is merited by the business of the meeting (for example because the matter to be discussed is time sensitive) and is thought to be to the advantage of Shareholders as a whole. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

The Company will also need to meet the requirements for electronic voting under the Shareholder Rights Directive in order to be able to call a general meeting on 14 clear days' notice.

SUMMARY OF THE MAIN PROVISIONS OF THE SPIRE HEALTHCARE GROUP PLC SAYE OPTION SCHEME 2015 (SAYE)

General

The SAYE is a savings related share option scheme designed to take advantage of the tax beneficial status of savings related share option schemes which comply with Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003.

The SAYE will be administered by the Board of Directors of the Company (the 'Board') or a duly authorised committee of the Board.

Eligibility

All UK employees and full-time directors of the Company and participating companies within the group are eligible to participate in the SAYE.

It is intended that invitations to apply for options over shares in the Company ('Options') under the SAYE will be made to all eligible employees and full-time directors who are employed by the Company and participating companies within the group on the date invitations under the SAYE are issued. The Board will determine the basis upon which any invitations to apply for Options are made.

The Savings Contract

To participate in the SAYE, an eligible employee must enter into a Save-As-You-Earn contract ('Savings Contract') with the savings body designated by the Board, agreeing to make monthly contributions of between £5 and £500 for a specified savings period of three or five years. The Board has discretion to determine which of the Savings Contracts will be available in respect of any invitation to apply for Options. A bonus determined by HMRC is payable after the expiration of the savings period.

Applications to participate in the SAYE may be scaled down by the Board, if applications exceed the number of shares available for the grant of Options. Such scaling down may include:

- (a) the exclusion of bonuses;
- (b) reducing monthly contributions above a certain level pro rata;
- (c) reducing monthly contributions for each eligible employee pro rata; or
- (d) treating elections for five-year Savings Contracts as elections for three-year Savings Contracts.

Option price

The Option price for each ordinary share in respect of which an Option is granted shall not be less than the greater of:

- (a) 80 per cent of the average middle-market quotation as derived from the London Stock Exchange Daily Official List for the dealing day prior to the date of grant; and
- (b) the nominal value of the shares.

Grant of Options

The number of shares over which Options may be granted must, as nearly as possible, be equal to, but not in excess of, that number of shares which may be purchased out of the repayment proceeds (including, any interest or bonus payable) of the relevant Savings Contract at the Option price.

Options under the SAYE may only be granted within the period of 30 days following the date on which the Option price is determined or, if the Option price is determined over three consecutive dealing days, within 30 days after the earliest of those dealing days.

No Options may be granted more than ten years after the adoption of the SAYE.

Options granted under the SAYE may not be transferred (other than on death).

No consideration will be required for the grant of the Option.

Limits on the issue of shares

In any ten year period no more than ten per cent of the issued ordinary share capital of the Company for the time being may be issued or issuable pursuant to rights acquired under the SAYE and any other employees' share plans established by the Company. For the purposes of this limit, Options or other rights to acquire shares which lapse or have been released do not count.

Exercise of Options

Options will only normally be exercisable for a period of six months commencing on the third or fifth anniversary (as the case may be) of the starting date of the related Savings Contract and, if not exercised by the end of that period, the Option will lapse.

Earlier exercise may, however, be permitted in specified circumstances, including:

- (a) termination of employment as a result of death, injury, disability, redundancy, retirement or the sale of the subsidiary or business for which the participant works; and
- (b) in the event of a takeover or liquidation of the Company.

Attending the Annual General Meeting 2016

Rights attaching to shares

All shares allotted or transferred under the SAYE will rank pari passu with all other shares of the Company for the time being in issue (save as regards any rights attaching to such shares by reference to a record date prior to the date of allotment or transfer) and the Company will apply for the listing of any new shares issued under the SAYE.

Corporate events

In the event of a takeover, reconstruction or winding up of the Company, Options may be exercised within six months of the change of control. Alternatively, Options may be exchanged for new equivalent Options over shares in the acquiring company where appropriate.

Variation of capital

In the event of any rights or capitalisation issue, sub-division, consolidation, reduction or other variation of the ordinary share capital, the Board may make (subject to receiving prior approval of HMRC) such adjustments as it considers appropriate to the number of shares subject to Options and/or the price payable on the exercise of Options.

Amendments to the SAYE

The Board may alter the provisions of the SAYE in any respect provided that the prior approval of Shareholders in general meeting is obtained for alterations or additions to the advantage of participants to provisions relating to eligibility, Option price and variation, limits on participation and the number of new shares available under the SAYE, terms of exercise and adjustment of Options (other than pursuant to a variation of capital outlined above).

The requirement to obtain the prior approval of Shareholders will not, however, apply in relation to any alteration or addition which is minor in nature and made to benefit the administration of the SAYE, to comply with the provisions of any existing or proposed legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the Company, any of its subsidiaries or for participants.

Termination

The SAYE will terminate on the tenth anniversary of its adoption, or such earlier time as the Board may determine, but the rights of existing participants will not be affected by such termination. In the event of termination, no further Options will be granted.

Employees outside the UK

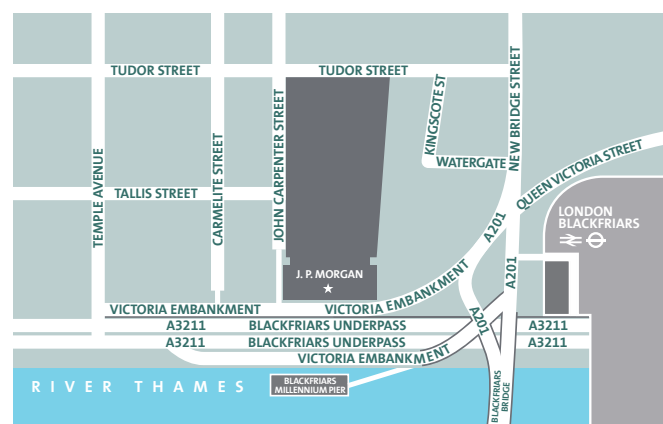
The Board may at any time without further shareholder approval establish appendices to the SAYE or further share plans corresponding to the SAYE for the benefit of employees in non-UK jurisdictions, any such appendices or plans to be similar to the SAYE, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further appendices or plans are treated as counting against the relevant limits in the SAYE.

Benefits non-pensionable

Benefits under the SAYE are non-pensionable.

If you are planning to attend the annual general meeting, the J.P. Morgan offices are a short walk from Blackfriars station, which can be accessed from both the District and Circle London Underground lines and also main line services. Nearby Blackfriars Bridge, Victoria Embankment and New Bridge Street are all well served by London buses and river buses also stop at Blackfriars Millennium Pier.

The venue has facilities for attendees with disabilities and if you require assistance, please contact the Group Company Secretary prior to the Meeting by e-mail at companysecretary@spirehealthcare.com. There will be an opportunity to meet the Company's Directors both before and after the Meeting.



Glossary

DEFINITIONS

'2015 Annual Report'	The annual report and accounts of the Company for the year ended 31 December 2015
'AGM' or the 'Meeting'	The 2016 annual general meeting, notice of which is contained in this document
'Board'	The board of directors of the Company
'Companies Act'	The Companies Act 2006
'Company' or 'Spire Healthcare'	Spire Healthcare Group plc, registered in England and Wales with company number 09084066
'Director'	A director of the Company
'Listing Rules'	The United Kingdom Listing Authorities' listing rules relating to the admission of securities to the official list of the London Stock Exchange
'Share'	An ordinary share of 1 pence each in the capital of the Company
'Shareholder'	A holder of Shares

SPIRE HEALTHCARE GROUP PLC

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London
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Company number: 09084066
Registered in England and Wales

[spirehealthcare.com](https://www.spirehealthcare.com)