

SPIRE HEALTHCARE GROUP PLC

(the “Company”)

Role of the Chairman, the Deputy Chairman and Chief Executive Officer

Statement of Division of Responsibilities between the Chairman, the Deputy Chairman and the Chief Executive Officer

| 1. Reporting Lines | | |
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| Chairman | Deputy Chairman | Chief Executive Officer |
| 1.1 The Chairman reports to the board. | 1.1 The Deputy Chairman reports to the Chairman (acting on behalf of the board) and to the board directly. | 1.1 The Chief Executive Officer reports to the Chairman (acting on behalf of the board) and to the board directly. |
| 1.2 The Chairman is responsible for ensuring that the Board delegates responsibility for the executive management matters to the Chief Executive Officer, whilst retaining sufficient oversight to ensure the agreed strategy is delivered, objectives are met, and Board decisions are implemented. Other than the Chief Executive Officer and the Company Secretary, no executive reports to the Chairman, other than through the Board | 1.2 The Deputy Chairman is not responsible for executive matters regarding the Group’s business. No executive reports to the Deputy Chairman, other than through the board. | 1.2 The Chief Executive Officer is responsible for all executive management matters affecting the Group within the authority delegated by the board. All members of executive management report, either directly or indirectly, to him/her. |

| 2. Key Responsibilities | | |
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| Chairman | Deputy Chairman | Chief Executive Officer |
| 2.1 The Chairman's principal responsibility is the effective running of the board. | 2.1 The Deputy Chairman's principal responsibilities are (i) to provide support and guidance to and deputise for the Chairman (ii) to chair the board when it is considering matters in which the Chairman might have a conflict of interest (iii) assisting the Chairman in ensuring the proper corporate governance of the board (iv) monitoring the effectiveness of the Board and providing feedback to the Chairman and other directors as required | 2.1 The Chief Executive Officer's principal responsibility is running the Group's business. |
| 2.2 The Chairman is responsible for ensuring that the board as a whole plays a full and constructive part in the development and delivery of the Group's strategy and overall commercial objectives. | 2.2 The Deputy Chairman is responsible for assisting the Chairman in ensuring that the board determines the Group's strategy and overall commercial objectives with the overall success of the Group in mind. | 2.2 The Chief Executive Officer is responsible for proposing, developing and regularly reviewing the Group's strategy and overall commercial objectives, which he/she does in close consultation with the Chairman and the board and having regard to the Company's responsibilities to its shareholders and the Group's responsibilities to its customers, employees and other stakeholders. |

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| 2.3 | The Chairman is the guardian of the board's decision-making processes. | 2.3 | The Deputy Chairman is responsible for assisting the Chairman in ensuring that the board's decision-making is unaffected by conflicts of interest. | 2.3 | The Chief Executive Officer is responsible, with the executive team, for implementing the decisions of the board and its Committees. |
| 2.4 | The Chairman chairs the general meetings of the Company | | | | |
| 3. Other Responsibilities | | | | | |
| Chairman | | Deputy Chairman | | Chief Executive Officer | |
| 3.1 | Running the board and setting its agenda. | 3.1 | Providing input to the board's agenda from himself/herself and other non-executive directors. | 3.1 | Providing input to the board's agenda from himself/herself and other members of the executive team. |

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| <p>3.2 Ensuring that board agendas take full account of the important issues facing the Group and the concerns of all board members. There should be an emphasis on strategic rather than routine issues.</p> | <p>3.2 Ensuring that he/she maintains a dialogue with the Chairman on the important and strategic issues facing the Group, and proposing board agenda items to the Chairman that reflect these.</p> | <p>3.2 Ensuring that he/she maintains a dialogue with the Chairman on the important and strategic issues facing the Group, and proposing board agenda items to the Chairman that reflect these.</p> |
| <p>3.3 Ensuring that the board determines the nature and extent of significant risk it is prepared to take in the implementation of the strategy.</p> | | <p>3.3 Managing the Group's risk profile, including the health and safety performance of the business, in line with the extent of risk identified as acceptable by the board and ensuring that appropriate internal controls are in place.</p> |
| <p>3.4 Ensuring that the board receives accurate, timely and clear information on:</p> <ul style="list-style-type: none"> • the Group's performance; • the issues, challenges and opportunities facing the Group; and • matters reserved to it for decision. | <p>3.3 Supporting the Chairman in ensuring that the board receives accurate, timely and clear information and that such information is unbiased and unaffected by any conflict of interest.</p> | <p>3.4 Ensuring that the executive team gives appropriate priority to providing reports to the board that contain accurate, timely and clear information.</p> |
| <p>3.5 Arranging for all directors to attend the AGM and for the chairman of the audit and risk, remuneration and nomination committees to be</p> | | |

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| available to answer questions at the AGM. | | |
| 3.6 Ensuring, with the advice of the Company Secretary where appropriate, compliance with the board's approved procedures, including the schedule of Matters Reserved to the board for its decision and each committee's Terms of Reference, ensuring that these are reviewed by the board at least annually and making sure that there is appropriate delegation of authority from the board to executive management. | 3.4 Ensuring, in consultation with the board and the Company Secretary as appropriate, that the Chairman complies with the board's approved procedures, including the schedule of Matters Reserved to the board for its decision and each Committee's Terms of Reference. | 3.5 Ensuring, in consultation with the Chairman and the Company Secretary as appropriate, that he/she and the executive team comply with the board's approved procedures, including the schedule of Matters Reserved to the board for its decision and each committee's Terms of Reference and that matters outside the authority of the executive team are escalated to the board. |

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| <p>3.7 Arranging informal meetings of the directors, including meetings of the non-executive directors without executive directors or senior management present, as required to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.</p> | <p>3.5 Arranging informal meetings of the directors, including meetings without the Chairman and/or the executive directors, as required to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues, including those where the Chairman might have a conflict of interest.</p> | <p>3.6 Keeping the Chairman informed of all important matters and ensuring that the Chairman is alerted to forthcoming complex, contentious or sensitive issues affecting the Group of which he/she might not otherwise be aware.</p> |
| <p>3.8 Promoting a culture of openness and debate, in particular by facilitating the effective contribution of non-executive directors, and ensuring constructive relations between executive and non-executive directors.</p> | | <p>3.7 Setting, with assistance from the Board and Executive Committee, the Company's culture, values and behaviours and ensuring these are appropriately communicated throughout the Group.</p> |
| <p>3.9 Proposing to the board, in consultation with the Chief Executive Officer, Company Secretary and Committee Chairmen as appropriate:</p> <ul style="list-style-type: none"> • a schedule of Matters Reserved to the board for its decision; • Terms of Reference for each board committee; and • other board policies and | <p>3.6 Providing input to the Chairman and Company Secretary on appropriate changes to the schedule of Matters Reserved to the board and Committee Terms of Reference.</p> | <p>3.8 Providing input to the Chairman and Company Secretary on appropriate changes to the schedule of Matters Reserved to the board and Committee Terms of Reference.</p> |

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| | procedures. | | |
| 3.10 | The Chairman is responsible for the overall composition of the Board and will make recommendations to the Nomination Committee in respect of changes and individual appointments. | 3.7 | The Deputy Chairman will work closely with the Chairman and give input to the Chairman with respect to Board Composition both through the Nomination Committee and on a one to one basis. |
| 3.11 | Supporting the Deputy Chairman and the Nomination Committee in succession planning of board appointments and ensuring appropriate involvement of all Board directors. | 3.8 | Subject to appointment by the board, serving as Chairman of the Nomination Committee, and in that role, initiating change and succession planning in board appointments to retain and build an effective and complementary board, and to facilitate the appointment of effective and suitable members and Chairmen of board committees. |
| 3.12 | Providing advice to the Deputy Chairman and the Nomination Committee on the membership of the board committees and their Chairmen. | 3.9 | Proposing, in conjunction with the Nomination Committee, the membership of the board committees and their Chairmen. |
| 3.13 | Ensuring that there is effective communication by the Group with its shareholders, including by the Chief | 3.10 | Being available to shareholders if they have concerns which have not or cannot be resolved through contact |
| | | | 3.9 The Chief Executive Officer will give input and advice to the Chairman and Nomination Committee with respect to Board Composition. |
| | | | 3.10 Providing information and advice on succession planning, to the Deputy Chairman, the Nomination Committee, and other members of the board, particularly in respect of executive directors. |
| | | | 3.11 If so appointed by the board, serving on the Nomination Committee. |
| | | | 3.12 Leading the communication programme with shareholders and ensuring that appropriate, timely and |

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| <p>Executive, Chief Financial Officer and other executive management, and ensuring that members of the board develop an understanding of the views of the major investors in the Group.</p> | <p>with the Chairman, Chief Executive Officer or Chief Financial Officer, or for which such contact is not appropriate.</p> | <p>accurate information is disclosed to the market.</p> |
| | | <p>3.13 Making recommendations on remuneration policies, executive remuneration and terms of employment to the board and developing Group policies for board approval and implementing them, including the share dealing code and communications policy.</p> |
| <p>3.143 Ensuring that new directors have appropriate induction programmes.</p> | <p>3.11 Providing input to induction programmes for new directors and monitoring the effectiveness of those programmes.</p> | <p>3.14 Commenting on induction programmes for new directors and ensuring that appropriate management time is made available for the process.</p> |
| <p>3.15 Taking the lead in identifying and seeking to meet the development and ongoing training needs both of individual directors and of the board as a whole, assisted by the Company Secretary and ensuring that these are reviewed and agreed regularly.</p> | <p>3.12 Assisting the Chairman in identifying and seeking to meet the development needs both of individual directors (in particular, the non-executive directors) and of the board as a whole, assisted by the Company Secretary.</p> | <p>3.15 Ensuring that the development needs of the executive directors and other senior management reporting to him/her are identified and met.</p> |

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| <p>3.16 Ensuring that the performance of the board as a whole, its Committees, and individual directors is formally and rigorously evaluated at least once a year and appropriate action, if required, is taken on the results of any such evaluation and confirming that an individual's performance continues to be effective and demonstrating commitment to the role when he/she is proposed for re-election.</p> | <p>3.13 Ensuring that the performance of the Chairman is formally and rigorously evaluated at least once a year.</p> | <p>3.15 Ensuring that performance reviews are carried out at least once a year for each of the executive directors. Providing input to the wider board evaluation process.</p> |
| <p>3.17 Promoting the highest standards of integrity, probity and corporate governance throughout the Group and particularly at board level and ensuring that the board establishes its expectations for the Group in terms of its culture, value and behaviours.</p> | <p>3.14 Independently promoting the highest standards of integrity, probity and corporate governance throughout the Group and particularly at board level.</p> | <p>3.16 Promoting, and conducting the affairs of the Group with the highest standards of integrity, probity and corporate governance.</p> |
| <p>4. Status of this Statement</p> | | |
| <p>4.1 Any amendments to this statement are a Matter Reserved to the board.</p> | | |
| <p>4.2 Where a separate job description is maintained for the Chief Executive Officer, this statement is to be annexed to that job description. In the event of any conflict between this statement and the Chief Executive Officer's job description in so far as they may relate to his/her role as Chief Executive Officer, this statement shall take precedence.</p> | | |

4.3 In this document **Group** means the Company and its subsidiary undertakings.

Approved by the Board on 22 November 2017