



Spire Healthcare

Spire Healthcare Group plc (09084066) Notice of Annual General Meeting 2019

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.

The fifth annual general meeting of Spire Healthcare Group plc will be held at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS on Thursday, 16 May 2019 at 11.00am.

3 April 2019

Dear Shareholder, I am delighted to invite you to the fifth annual general meeting (the 'AGM' or the 'Meeting') of Spire Healthcare Group plc (the 'Company') which will be held at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS on Thursday, 16 May 2019 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 the Meeting. All of your Board, with the exception of Peter Bamford, 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 the Meeting.

The AGM gives the Board 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 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, 14 May 2019. If you hold your share through a corporate sponsored nominee, you will need to cast your vote no later than 11.00am on Monday, 13 May 2019.

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 2019

NOTICE IS HEREBY GIVEN that the fifth annual general meeting ('AGM' or the 'Meeting') of Spire Healthcare Group plc (the 'Company') will be held at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS on Thursday, 16 May 2019 at 11.00am for the transaction of the following business:

To consider and, if thought fit, to pass resolutions 1 to 16 below as ordinary resolutions and resolutions 17 to 20 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 2018 be received (see Explanatory Notes on page 7).
 2. THAT the Directors' remuneration report excluding the Directors' remuneration policy set out on pages 98 and 100, and pages 103 to 109 in the Annual Report and Accounts for the year ended 31 December 2018 be approved (see Explanatory Notes on page 7).
 3. THAT a final dividend of 2.5 pence per ordinary share for the year ended 31 December 2018 be declared, to be paid on 25 June 2019 to holders of ordinary shares in the capital of the Company on the register of members at close of business on 31 May 2019 (see Explanatory Notes on page 7).
 4. THAT Mrs Adèle Anderson be re-elected a Director of the Company (see Explanatory Notes on page 8).
 5. THAT Mr Justin Ash be re-elected a Director of the Company (see Explanatory Notes on page 7).
 6. THAT Mr Tony Bourne be re-elected a Director of the Company (see Explanatory Notes on page 8).
 7. THAT Professor Dame Janet Husband be re-elected a Director of the Company (see Explanatory Notes on page 8).
 8. THAT Mr Simon Rowlands be re-elected a Director of the Company (see Explanatory Notes on page 8).
 9. THAT Mr Garry Watts be re-elected a Director of the Company (see Explanatory Notes on page 7).
 10. THAT Mr Martin Angle be elected a Director of the Company (see Explanatory Notes on page 8).
 11. THAT Mr Jitesh Sodha be elected a Director of the Company (see Explanatory Notes on page 7).
 12. THAT Dr Ronnie van der Merwe be 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 9).
 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 9).
 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 15 August 2020, 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 amounts authorised under paragraphs (i) to (iii) shall in each case also be limited to £100,000.
- Words and expressions defined for the purposes of the Companies Act shall have the same meaning in this Resolution (see Explanatory Notes on page 9).
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 an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Companies Act) of £1,336,938 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
 - (b) comprising equity securities (as defined in Section 560(1) of the Companies Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Companies Act) of £2,673,876 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer or invitation by way of a rights issue. These authorisations shall expire at the end of the next annual general meeting or on 15 August 2020, whichever is the earlier, save that the Company may, at any time before such expiry, make any offer, agreement or other arrangement which would, or might, require shares to be allotted or rights to be granted after such expiry and the Board may allot shares, or grant rights to subscribe for or to convert any security into shares pursuant to any such offer, agreement or other arrangement as if the authorisations conferred hereby had not expired and provided that these authorisations shall be in substitution for and to the exclusion of all previous authorities conferred on the Directors to allot relevant securities.

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 appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever (see Explanatory Notes on page 9).

Special Resolutions

17. THAT, subject to the passing of Resolution 16 above, the Directors be empowered pursuant to Sections 570(1) and 573 of the Companies Act to:

- (a) allot equity securities (as defined in Section 560 of the Companies Act) of the Company for cash pursuant to the authority conferred by Resolution 16 above; and
- (b) sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares for cash,

as if Section 561 of the Companies Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under Resolution 16(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale, but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or under any other matter whatsoever; and
- (ii) in the case of the authorisation granted under Resolution 16(a) above (or in the case of any transfer of treasury shares) and otherwise than pursuant to paragraph (i) of this Resolution, up to an aggregate nominal amount of £200,540;

and shall expire at the end of the next annual general meeting or on 15 August 2020, whichever is the earlier, save that the Company may, at any time before such expiry, make any offer, agreement or other arrangement which would, or might, require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Board may allot equity securities, or sell treasury shares pursuant to any such offer, agreement or other arrangement as if the power conferred hereby had not expired.

18. THAT, subject to the passing of Resolutions 16 and 17 above, and in addition to the power given by that Resolution 17, the Directors be given power pursuant to Sections 570(1) and 573 of the Companies Act to:

- (a) allot equity securities (as defined in Section 560 of the Companies Act) of the Company for cash pursuant to the authority conferred by paragraph (a) of that Resolution 17 above; and
- (b) sell ordinary shares (as defined in Section 560(1) of the Companies Act) held by the Company as treasury shares for cash,

as if Section 561 of the Companies Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares otherwise than pursuant to the said Resolution 17, up to an aggregate nominal amount of £200,540 and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently

published by the Pre-emption Group prior to the date of the notice of the annual general meeting, and shall expire at the end of the next annual general meeting or on 15 August 2020, whichever is the earlier, save that the Company may, at any time before such expiry, make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

19. THAT the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act to make market purchases (within the meaning of Section 693(4) of the Companies Act) of any of its ordinary shares in the capital of the Company on such terms and in such manner as the Directors may determine from time to time, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 40,108,139, representing 10 per cent. of the issued share capital of the Company as at 3 April 2019;
- (b) the minimum price which may be paid for each ordinary share is £0.01, which amount shall be exclusive of expenses;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to the higher of:
 - (i) 105 per cent. of the average of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange Plc for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
 - (ii) the higher of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, as stipulated by Regulatory Technical Standards adopted by the European Commission pursuant to Article 5(6) of the Market Abuse Regulation (EU) (No. 596/2014);
- (d) unless previously renewed, revoked or varied by the Company in a general meeting, this authority shall expire at the end of the next annual general meeting or on 15 August 2020, whichever is the earlier; and
- (e) the Company may, before the expiry of this authority, make a contract to purchase ordinary shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it, as if this authority had not expired.

20. 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
3 April 2019

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 either be 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:
(i) sent to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; or (ii) 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, 14 May 2019 or, if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM. Alternatively, Electronic Proxy Appointment ('EPA') is available for the AGM. To use this facility you must visit www.sharevote.co.uk where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on the Form of Proxy will be required to complete the procedure. EPA will not be valid if received after 11.00am on Tuesday, 14 May 2019 and will not be accepted if found to contain a computer virus.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those Shareholders registered in the register of members of the Company as at 6.30pm on Tuesday, 14 May 2019 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 6.30pm on Tuesday, 14 May 2019 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 6.30pm on Tuesday, 14 May 2019 or, if the AGM is adjourned, at 6.30pm 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 3 April 2019 (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 3 April 2019 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 Thursday, 16 May 2019 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.
13. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers, provided that if two or more representatives purport to vote in respect of the same shares: (i) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and (ii) in other cases, the power is treated as not exercised.

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 interfere unduly with the preparation of the AGM or 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 to the relevant response on 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:
 - (i) (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),
 - (ii) it is defamatory of any person; or
 - (iii) it is frivolous or vexatious.
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 Shareholders 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 Shareholders' statements, Shareholders' resolutions or Shareholders' 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 15 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.

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.

Explanatory Notes to Business of the Annual General Meeting 2019

Ordinary and Special Resolutions

Resolutions 17 to 20 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 2018 Annual Report (Resolution 1)

Resolution 1 deals with the receipt of the Directors' report and audited accounts of the Company.

Remuneration Report (Resolution 2)

In accordance with the provisions of the Companies Act the Directors' Remuneration Report contained within the 2018 Annual Report comprises:

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

Resolution 2 seeks Shareholder approval for the Directors' Remuneration Report as set out on pages 98 and 100, and pages 103 to 109 (inclusive) of the 2018 Annual Report. This vote by ordinary resolution is advisory only.

Final Dividend (Resolution 3)

Resolution 3 deals with the declaration of the final dividend of 2.5 pence per ordinary share for the year ended 31 December 2018. If approved, the final dividend will be paid on 25 June 2019 to Shareholders on the register of members at 31 May 2019.

Election of Directors (Resolutions 4 to 12)

All the Directors, except for Peter Bamford, will retire and offer themselves for election or 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 a formal evaluation of the Board's performance and effectiveness in 2018 in relation to the fulfilment of its duty to act in the long-term interest of the Company on behalf of its Shareholders (while also having due regard for other stakeholders). The Company concluded that the Board was operating effectively, in an open and transparent manner, and 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 on pages 7 and 8 contain details of the individual skills and experience that each Director brings to the Board.

Garry Watts, Non-Executive Chairman

Garry Watts joined the Group as Executive Chairman in 2011 before becoming Non-Executive Chairman between Admission and March 2016. He again served as Executive Chairman between March 2016 and June 2017 before resuming his Non-Executive Chairman role in July 2017. The Company does not consider Garry to be independent due to his previous executive role.

Current external appointments

- chairman of BTG plc*
- chairman of Foxtons Group plc
- non-executive director of Coca-Cola European Partners Ltd

Skills and previous experience

A chartered accountant by profession and former partner at KPMG, Garry's extensive business knowledge and leadership on 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, deputy chairman of Stagecoach Group plc and a non-executive director of Protherics plc.

Justin Ash, Chief Executive Officer

Justin Ash was appointed Chief Executive Officer and an Executive Director at the end of October 2017.

Current external appointments

- non-executive chairman of The New World Trading Company Co.
- chair of Independent Healthcare Providers Network

Skills and previous experience

Justin was previously chief executive of Oasis Dental Care between 2008 and 2017 before leading its sale to Bupa. Prior to this, he was managing director of Lloyds Pharmacy and has held several other senior retail positions including general manager of KFC in the UK/Ireland, and commercial director of Allied Domecq Spirits and Wines (Europe). Justin was previously a senior consultant with Bain and Company in London and Paris and a non-executive board member and chair of the audit and risk committee of Al Nadhi Medical Company.

Jitesh Sodha, Chief Financial Officer

Jitesh Sodha was appointed Chief Financial Officer and an Executive Director at the start of October 2018.

Skills and previous experience

Jitesh graduated from New College, Oxford with a degree in Philosophy, Politics and Economics and is a CIMA qualified accountant. He has worked in a range of businesses with an international footprint, most recently as Chief Financial Officer of De La Rue plc for the past three years. He was previously Chief Financial Officer of Greenergy International, Mobilestreams Plc, where he led the IPO, and T-Mobile International UK.

* Until mid-2019 when the sale of BTG plc to Boston Scientific is expected to complete.

Explanatory Notes to Business of the Annual General Meeting 2019 continued

Adèle Anderson, Independent Non-Executive Director

Adèle Anderson was appointed an independent Non-Executive Director in July 2016.

Current external appointments

- senior independent director and chair of the audit committee of intu properties plc
- member of the audit committee of the Wellcome Trust

Skills and previous experience

Adèle has gained extensive financial experience throughout her career and has significant knowledge of audit committees. Until July 2011, she was a partner in KPMG LLP and held a number of senior roles across their business including chief financial officer of KPMG UK, chief executive officer of KPMG's captive insurer and chief financial officer of KPMG Europe. Adèle was a non-executive director of easyJet plc until February 2019.

Martin Angle, Independent Non-Executive Director

Martin Angle was appointed an Independent Non-Executive Director in March 2019. He will be appointed Deputy Chairman and Senior Independent Director from 16 May 2019 when Peter Bamford steps down from the Board.

Current external appointments

- senior independent director of Gulf Keystone Petroleum plc
- vice chairman of the FIA Foundation
- chairman of Cybersec Innovation Partners

Skills and previous experience

Martin retired from the boards of Pennon Group plc, and its separately regulated subsidiary South West Water, at the end of 2018 having completed 10 years on the Pennon Board. He has previously held a number of non-executive positions including Savills Plc (senior independent director), National Exhibition Group (chairman), Severstal, then a world top ten steel company listed in London, Dubai International Capital, and Shuaa Capital, then the only listed Gulf investment bank.

In his earlier executive career, he held a number of senior positions in investment banking with S.G. Warburg & Co, Morgan Stanley where he headed UK M&A, and Kleinwort Benson, before becoming Group Finance Director of TI Group, then a FTSE 100 with worldwide engineering activities.

Martin subsequently joined Terra Firma Capital Partners as an Operating Managing Director where he held a number of senior roles in its portfolio companies including Le Meridien Hotel Group (Executive Deputy Chairman and acting Chairman) and the Waste Recycling Group (Executive Chairman), then one of the leading UK waste management businesses. He is a chartered accountant.

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 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 Bioquell Plc, Southern Housing Group, and the charity, Scope.

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
- senior adviser of Royal Marsden NHS Foundation Trust

Skills and previous 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 non-executive director of Royal Marsden NHS Foundation Trust, and was 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.

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 held with Cinven.

Current external appointments

- non-executive director of MD Medical Group Investment plc
- founding partner of Africa Platform Capital

Skills and previous 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 in 2015. He was a founding partner of the private equity firm Cinven until 2013, establishing and leading its healthcare team, and then served as a senior adviser until 2017. Simon founded a new private equity firm in 2016 focused on healthcare and consumer sectors of Sub Sahara Africa. Prior to joining Cinven, he worked with an international consulting firm on multidisciplinary engineering projects in the UK and southern Africa.

Dr Ronnie van der Merwe, Non-Executive Director

Dr Ronnie van der Merwe was appointed as a Non-Executive Director in May 2018. The Company does not consider Ronnie 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.

Skills and previous experience

Ronnie is a specialist anaesthetist who worked in the medical insurance industry before joining the Mediclinic Group in 1999 as Clinical Manager. He established the Clinical Information, Advanced Analytics, Health Information Management and Clinical Services functions at Mediclinic, and subsequently served as the Mediclinic Group's Chief Clinical Officer. He was appointed as an executive director of Mediclinic International Limited in 2010 up to the combination of the businesses of the Company (then Al Noor Hospitals Group plc) and Mediclinic International Limited.

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 2018 by way of audit fees to the Auditor, together with the amounts paid in respect of non-audit fees, are shown in note 4 on page 134 of the 2018 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 12-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.

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 2018.

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 15 August 2020, 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 and grant rights to subscribe for, or convert any security into shares if authorised to do so by the Shareholders in a general meeting. The authority conferred on the Directors at last year's annual general meeting held on 24 May 2018 under Section 551 of the Companies Act to allot shares expires on the date of the AGM.

Resolution 16, part (a), thus seeks new authority to allow the Directors to allot shares or grant rights to subscribe for or convert any security into shares: (a) up to an aggregate nominal amount of £1,336,938; and (b) in connection with a fully pre-emptive rights issue up to an aggregate nominal amount (reduced by allotments under part (a) of the resolution) of £2,673,876.

These amounts represent no more than one third and two thirds respectively of the Company's total issued share capital as at 3 April 2019 (being the latest practicable date prior to publication of this document). The authorities granted in Resolution 16 will expire on the date of the Company's next annual general meeting or 15 August 2020, whichever is the earlier.

The Investment Association guidance on the Directors' authority to allot permits resolutions seeking authority to allot shares representing two-thirds of the Company's issued share capital, provided that the extra authority (i.e. that provided by part (b) of Resolution 16) shall only be used to allot shares pursuant to a fully pre-emptive rights issue.

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. However, if they do exercise the authority, the Directors intend to follow emerging best practice as regards its use as recommended by the Investment Association. The Company's Directors intend to renew this authority annually.

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.

Special Resolutions

Disapplication of pre-emption rights (Resolution 17)

Following on from Resolution 16, Resolution 17 would give the Directors additional authority from Shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing Shareholders pro rata to their holdings. The authority granted at the last annual general meeting is due to expire at the end of this year's annual general meeting. Accordingly, a special resolution will be proposed at this year's annual general meeting to renew such authority.

Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and the sale of treasury shares for cash up to an aggregate nominal value of £200,540 (which represents five per cent. of the Company's issued share capital as at 3 April 2019, being the latest practicable date prior to the publication of this document). If given, this authority will expire on the date of the Company's next annual general meeting or 15 August 2020, whichever is the earlier. This authority is in line with the guidance issued by the Investment Association and The Pensions and Lifetime Savings Association.

The Directors will have due regard to institutional guidelines in relation to the exercise of this authority, in particular the requirement for advance consultation and explanation before making any non-pre-emptive cash issue pursuant to this resolution which exceeds 7.5 per cent. of the Company's issued share capital in any rolling three-year period. The Directors do not have any present intention of exercising this authority, but consider it desirable to have the flexibility to use it should opportunities arise.

Disapplication of pre-emption rights for an acquisition or specified capital investment (Resolution 18)

The Directors are again seeking this year a power from Shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing Shareholders pro rata to their holdings, to reflect the Pre-emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the "Statement of Principles"). Accordingly, Resolution 18 will be proposed as a special resolution to grant such a power. The power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £200,540 (which represents five per cent. of the Company's issued ordinary share capital at 3 April 2019, being the latest practicable date prior to publication of this notice).

This is in addition to the five per cent. referred to in Resolution 17. If given, this power will expire on the date of the Company's next annual general meeting or 15 August 2020, whichever is the earlier. The Directors will have due regard to the Statement of Principles in relation to any exercise of this power and in particular they confirm that they intend to use this power only in connection with an acquisition or specified capital investment (within the meaning of the Statement of Principles from time to time) which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

Explanatory Notes to Business of the Annual General Meeting 2019 continued

Authority for the Company to purchase its own shares (Resolution 19)

Resolution 19 to be proposed at the annual general meeting will give the Company the authority to purchase up to 40,108,139 ordinary shares (which represents 10 per cent. of the Company's issued ordinary share capital as at 3 April 2019, being the latest practicable date prior to the publication of this document). The maximum and minimum prices are stated in the Resolution. This would give the Company the ability to buy and sell treasury shares quickly and cost effectively and provide the Company with additional flexibility in the management of its capital base. The Directors have no present intention of exercising this authority and, in the event that market purchases were made, the shares would be cancelled and the number of shares in issue reduced accordingly or, in accordance with the Companies Act, retained as treasury shares. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be likely to promote the success of the Company for the benefit of its Shareholders as a whole. These regulations enable companies to hold repurchased shares as treasury shares with a view to possible re-sale at a future date rather than having to cancel them. This authority is in line with the Listing Rules of the Financial Conduct Authority and the Investment Association's guidance.

Authority for the Company to call a general meeting on 14 clear days' notice (Resolution 20)

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 20 is a special resolution which will preserve the ability of the Company to call general meetings (other than an annual general meeting) 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.

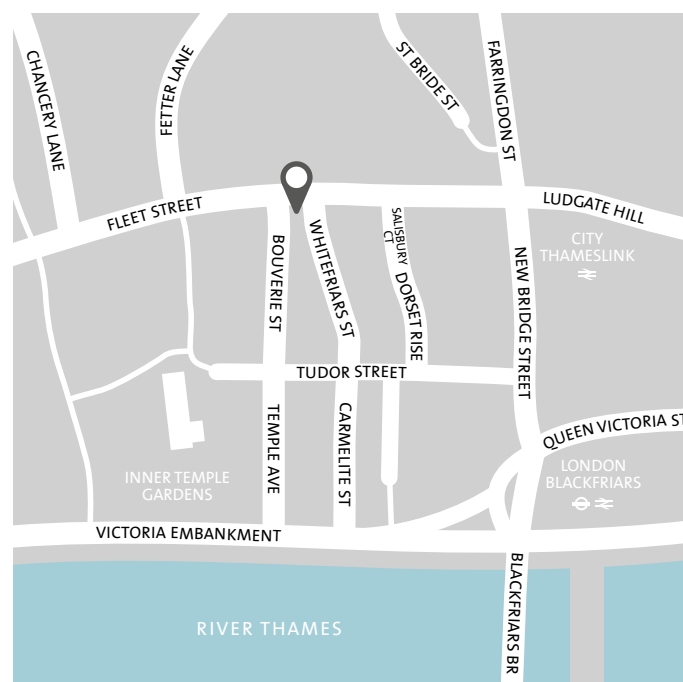
The Company will also need to meet the requirements for electronic voting under the Companies (Shareholders' Rights) Regulations 2009 in order to be able to call a general meeting on 14 clear days' notice.

Attending the Annual General Meeting 2019

If you are planning to attend the annual general meeting, the offices of Freshfields Bruckhaus Deringer LLP 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.

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 after the Meeting.

Freshfields Bruckhaus Deringer LLP
65 Fleet Street
London EC4Y 1HS
on Thursday, 16 May 2019 at 11.00am



Glossary

Definitions

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|------------------------|--|-----------------|--|
| '2018 Annual Report' | The annual report and accounts of the Company for the year ended 31 December 2018 | 'Director' | A director of the Company |
| 'AGM' or the 'Meeting' | The 2019 annual general meeting, notice of which is contained in this document | 'Listing Rules' | The listing rules produced by the Financial Conduct Authority under Part VI of the Financial Services and Markets Act 2000, as amended |
| 'Board' | The board of directors of the Company | 'share' | An ordinary share of 1 pence each in the capital of the Company |
| 'Companies Act' | The Companies Act 2006 | 'Shareholder' | A holder of Shares |
| 'Company' | Spire Healthcare Group plc, registered in England and Wales with company number 09084066 | | |

Spire Healthcare Group plc

3 Dorset Rise, London
EC4Y 8EN

Company number: 09084066
Registered in England and Wales

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