

Shareholder information

Spire Healthcare website

Shareholders are encouraged to visit our website at www.spirehealthcare.com which has a wealth of information about the Company and the services it offers. There is a section designed specifically for investors at www.investors.spirehealthcare.com where shareholder and media information can be accessed. This year's Annual Report and Notice of annual general meeting, together with prior year documents, can also be viewed there along with information on dividends paid, our share price and how to avoid shareholder fraud.

Registered office and Group head office

Spire Healthcare Group plc
3 Dorset Rise
London EC4Y 8EN
Tel +44 (0)20 7427 9000
Fax +44 (0)20 7427 9001
Registered in England and Wales No. 09084066

Shareholder enquiries

All shareholder enquiries regarding your shares should be addressed to the Company's share registrar at the address on page 151, or as follows:

Equiniti Limited

Tel (UK only) 0371 384 2030*
Tel (non-UK) +44 (0)121 415 7047

For the hard of hearing, Equiniti Limited offers a special Textel service that can be accessed by dialling 0371 384 2255* (or +44 (0)121 415 7028 from outside the UK).

* Lines are open from 8.30am to 5.30pm, Monday to Friday, UK time.

Managing your shares

Please contact our registrar, Equiniti Limited, to manage your shareholding if you wish to:

- register for electronic communications;
- transfer your shares;
- change your registered name or address;
- register a lost share certificate and obtain a replacement;
- consolidate your shareholdings;
- manage your dividend payments; and
- notify the death of a shareholder.

When contacting Equiniti Limited or registering online, you should have your shareholder reference number at hand. This can be found on your share certificate or latest dividend confirmation. You can manage your shareholding online by registering for Shareview at www.shareview.co.uk. This website has a 'frequently asked questions' section which addresses the most common shareholder problems.

All other shareholder enquiries not related to the share register should be addressed to the Group Company Secretary at the registered office or emailed to companysecretary@spirehealthcare.com.

Electronic shareholder communications

Registering for online communications gives shareholders more control of their shareholding. The registration process is via our registrar's secure website at www.shareview.co.uk. Once registered you will be able to:

- elect how we communicate with you;
- amend your details;
- amend the way you receive dividends; and
- buy or sell shares online.

This does not mean shareholders can no longer receive paper copies of documents if they so wish. We are able to offer a range of services and tailor communication to meet your needs.

Share dealing services

UK resident shareholders can sell shares on the internet or by phone using Equiniti Limited's Shareview Dealing facility by either logging onto www.shareview.co.uk/dealing or by calling 0345 603 7037 between 8.00am and 4.30pm on any business day (excluding bank holidays).

In order to gain access to this service, the shareholder reference number is required, which can be found at the top of the Company's share certificates.

Sharegift

It may be that you have a small number of shares which would cost you more to sell than they are worth. It is possible to donate these to ShareGift, a registered charity, who provide a free service to enable you to dispose charitably of such shares. There are no implications for Capital Gains Tax purposes (no gain or loss) on gifts of shares to charity and it is also possible to obtain income tax relief. More information on this service can be obtained from www.sharegift.org or by calling +44 (0)207 930 3737.

Dividend allowance

From 6 April 2018 the Dividend Allowance has changed. To understand how you are affected and for further information, please visit the HMRC website at www.gov.uk/tax-on-dividends.

Dividends paid on shares held within pensions and Individual Savings Accounts (ISAs) continue to be tax free. Further information is available from HMRC at www.gov.uk/government/publications/dividend-allowance-factsheet.

Important: You will be required to retain details of any dividend payments you receive and complete Tax Returns where required. For further advice please contact a tax or financial adviser, who in the UK must be authorised by the Financial Conduct Authority.

Overseas dividend payment service

Equiniti Limited provides a dividend payment service to over 30 countries that automatically converts payments into the local currency by an arrangement with Citibank Europe PLC. Further details, including an application form and terms and conditions of the service, are available on www.shareview.co.uk or from Equiniti Limited by calling +44 (0)121 415 7047 or writing to them at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA (please quote Overseas Payment Service with the Company name and your shareholder reference number).

'Boiler room' scams

From time-to-time, in common with other listed companies, shareholders may receive unsolicited phone calls or correspondence concerning investment matters. These are typically from overseas-based 'brokers' who target UK shareholders, using persuasive and high-pressure tactics to lure investors into scams in what often turn out to be worthless, non-existent or high-risk shares in US or UK investments. These operations are commonly known as 'boiler rooms'.

Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports. Further information on how to avoid share fraud or to report a scam can be found on our website at www.spirehealthcare.com.

2019 Financial calendar

2019 annual general meeting (London)	16 May 2019
Ex-dividend date for 2018 final dividend	30 May 2019
Record date for 2018 final dividend	31 May 2019
Payment date of 2018 final dividend	25 June 2019
Announcement of 2019 half year results	September 2019

Analysis of ordinary shareholders As at 31 December 2018

Investor type	Private		Institutional and other		Total	
	2018	2017	2018	2017	2018	2017
Number of holders	116	93	477	498	593	591
Percentage of holders	19.56%	15.73%	80.44%	84.27%	100%	100%
Percentage of shares held	0.22%	0.32%	99.78%	99.68%	100%	100%

Shareholdings	1–1,000		1,001–50,000		50,001–500,000		500,001+	
	2018	2017	2018	2017	2018	2017	2018	2017
Number of holders	94	86	306	295	123	133	70	77
Percentage of holders	15.86%	14.55%	51.60%	49.92%	20.74%	22.50%	11.80%	13.03%
Percentage of shares held	0.02%	0.01%	0.88%	0.81%	5.84%	5.74%	93.26%	93.44%

Corporate advisers

Auditor

Ernst & Young LLP
1 More London Place
London SE1 2AF

Brokers

J.P. Morgan Cazenove
25 Bank Street
Canary Wharf
London E14 5JP

Numis Securities Limited
The London Stock Exchange Building
10 Paternoster Square
London EC4M 7LT

Legal advisers

Freshfields Bruckhaus Deringer LLP
65 Fleet Street
London EC4Y 1HS

Remuneration consultants

Deloitte LLP
2 New Street Square
London EC4A 3BZ

Registrar

Equiniti Limited
Aspect House
Spencer Road
Lancing
West Sussex BN99 6DA

Alternative performance measure definitions

Performance measure	Definition	Purpose
Conversion of EBITDA to cash	EBITDA divided by operating cash flows before exceptional and other items and taxation.	Intends to show the Group's efficiency at converting EBITDA into cash.
EBITDA	Operating profit excluding depreciation, amortisation, exceptional and other items, and profit or loss on disposal of assets.	EBITDA shows the Group's earning power independent of capital structure and tax situation with the purpose of simplifying comparisons with other companies in the same industry as it excludes non-cash accounting entries, such as depreciation.
EBITDA margin	EBITDA as a percentage of revenue.	Provides a comparable performance metric, expressed as a percentage of revenues.
Net debt	Interest-bearing liabilities, excluding borrowing costs, less cash and cash equivalents.	Measurement of net Group indebtedness.
Net debt/EBITDA	Net debt at the end of the period divided by EBITDA.	Indicates the Group's ability to service its debt from cash earnings.
Clinical staff costs as a percentage of revenue	Clinical staff costs and medical fees as a percentage of revenue.	Provides a comparable measure of cost performance over time in relation to revenue activity.
Other direct costs as a percentage of revenue	Other direct costs include, direct costs and medical fees as a percentage of revenue.	Provides a comparable measure of cost performance over time in relation to revenue activity.
Self-pay revenue growth	Self-pay revenue segment as shown in note 6 on the Consolidated financial statements.	Key pillar of Group's strategy.
Underlying – Adjustments have been made to exclude the trading results of any new and redeveloped hospitals, or closure disposal of any hospital or business in current or prior periods.		
Underlying revenue	Revenue adjusted for the trading results of Spire Manchester, Nottingham and St Anthony's hospitals.	Provides a comparable measure of adjusted revenue performance over time.
Underlying operating profit	Operating profit adjusted for the trading results of Spire Manchester, Nottingham and St Anthony's hospitals.	Provides a comparable measure of adjusted profit performance over time.
Underlying EBITDA	EBITDA as defined above, adjusted for the trading results of Spire Manchester, Nottingham and St Anthony's hospitals.	Provides a comparable measure of underlying EBITDA performance over time.
Underlying EBITDA margin	Underlying EBITDA as a percentage of underlying revenue.	Provides a comparable performance metric, expressed as a percentage of revenue.
Underlying clinical staff costs as a percentage of underlying revenue	Clinical staff costs and medical fees adjusted for the trading results of Spire Manchester, Nottingham and St Anthony's hospitals, as a percentage of underlying revenue.	Provides a comparable performance metric, expressed as a percentage of revenue.
Underlying other direct costs as a percentage of underlying revenue	Other direct costs (including direct costs and medical fees) adjusted for the trading results of Spire Manchester, Nottingham and St Anthony's hospitals, as a percentage of underlying revenue.	Provides a comparable performance metric, expressed as a percentage of revenue.

Glossary

The following definitions apply throughout the Annual Report 2018, unless the context requires otherwise:

Act	The Companies Act 2006, as amended	DPA	Data Protection Act
Acute care	active but short-term treatment for a severe injury or episode of illness	EBITDA	Operating profit, adjusted to add back depreciation, profit and loss arising from the disposal of fixed assets and exceptional items
Adjusted EBITDA	represents the Group's operating profit, adjusted to add back depreciation and exceptional operating items	EfW	Energy from Waste
Admission	the admission of the Shares to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities	EPS	earnings per share
Articles	the Articles of Association of the Company	ESOS	Energy Saving Opportunity Scheme
Board	the Board of Directors of the Company	EU	the European Union
c.difficile	Clostridium difficile	Executive Directors	the executive directors of the Company
CAGR	compound annual growth rate	FCA	the Financial Conduct Authority
Cardiology	specialty which encompasses the treatment of patients with cardiovascular disease	GDP	gross domestic product
CCG	Clinical Commissioning Group	GDPR	General Data Protection Regulation
CGSC	Clinical Governance and Safety Committee	GHG	greenhouse gas
Cinven	Cinven Partners LLP	GMC	General Medical Council
CMA	the UK Competition and Markets Authority	GP	General Practitioner
Company	Spire Healthcare Group plc	Group	Spire Healthcare Group plc and its subsidiaries
CQC	Care Quality Commission	HCA Holdings, Inc.	Hospital Corporation of America
CO2e	carbon dioxide equivalent	HD	Hospital Director
CQUIN	commissioning for quality and innovation payment which is earned for meeting quality targets on NHS work	Health & Safety Act	The Health & Safety at Work etc Act 1974
CRC Energy Efficiency Scheme	The CRC (Carbon Reduction Commitment) Scheme aims to incentivise energy efficiency and cut emissions in large energy users in the UK's public and private sectors.	HIS	Health Improvement Scotland
CREST	the UK-based system for the paperless settlement of trades in listed securities, of which Euroclear UK and Ireland Limited is the operator	HIW	Health Inspectorate Wales
CRM	customer relationship management system/software	HMRC	HM Revenue & Customs
CT	computerised tomography	HSE	Health and Safety Executive
DBP	Deferred Bonus Plan	IFRS	International Financial Reporting Standards, as adopted by the EU
Directors	the Executive Directors and Non-Executive Directors	IPO	initial public offering of Shares to certain institutional and other investors
		ISO 14001	environmental management system
		ISO 18001	health and safety management system
		ITU	Intensive Therapy Unit
		JAG accreditation	The Joint Advisory Group on Gastrointestinal Endoscopy (JAG) accreditation is the formal recognition that an endoscopy service has demonstrated that it has the competence to deliver against the measures in the Endoscopy Global Rating Scale standards.

KPI	key performance indicator	Registrar	Equiniti Limited
Lifescan	a former Spire Healthcare service, offering advanced healthcare CT scans, health checks and blood tests	Registration Regulations	the Care Quality Commission (Registration) Regulations 2009
Listing Rules	the listing rules of the FCA made under section 74(4) of the Financial Services and Markets Act 2000	Regulated Activities Regulations	the Health and Social Care Act 2008 (Regulated Activities) Regulations 2010
LTIP	Long Term Incentive Plan	RIDDOR	Reporting of Injuries, Diseases and Dangerous Occurrences Regulations
MAC	Medical Advisory Committee	ROCE	return on capital employed
MRI	magnetic resonance imaging	SAP	global software developer/software
MRSA	Methicillin-resistant Staphylococcus aureus	Self-pay	when a procedure or treatment provided is funded by the patient directly
MSSA	Methicillin-sensitive Staphylococcus aureus	Shareholders	the holders of Shares in the capital of the Company
NDC	Spire Healthcare's national distribution centre in Droitwich	Shares	the ordinary shares of 1 pence each in the Company, having the rights set out in the Articles
NHS	the National Health Services in England, Scotland, Wales and Northern Ireland, collectively	tCO2e	tonnes of equivalent carbon dioxide
NI	National Insurance	TSR	total shareholder return
NIC	National Insurance Contributions	UK	the United Kingdom of Great Britain and Northern Ireland
Non-Executive Directors	the non-executive directors of the Company	UKAS	UK Accounting Standards
Official List	the record of whether a company's shares are officially listed, maintained by the FCA (the UKLA Official List)	UK Code	the UK Corporate Governance Code issued by the Financial Reporting Council, as amended from time-to-time
Oncology	specialty which encompasses the treatment of people with cancer		
Perform	formerly part of Spire Healthcare, specialised in sports medicine, rehabilitation and human performance		
PHIN	Private Healthcare Information Network		
PILON	payment in lieu of notice		
PIP Claims	the claims relating to the supply of alleged faulty PIP breast implants		
PMI	private medical insurance/insurer		
PPE	property, plant and equipment		
PPU	Private Patient Unit		
PROMs	Patient Reported Outcome Measures		
Public Health England	the executive agency, whose purpose is to protect and improve the nation's health and wellbeing, and reduce wealth inequalities		

Forward looking statements

Important information: forward-looking statements

These materials contain certain forward-looking statements relating to the business of Spire Healthcare Group plc (the 'Company') and its subsidiaries (collectively, the 'Group'), including with respect to the progress, timing and completion of the Group's development, the Group's ability to treat, attract, and retain patients and customers, its ability to engage consultants and GPs and to operate its business and increase referrals, the integration of prior acquisitions, the Group's estimates for future performance and its estimates regarding anticipated operating results, future revenue, capital requirements, shareholder structure and financing. In addition, even if the Group's actual results or development are consistent with the forward-looking statements contained in this presentation, those results or developments may not be indicative of the Group's results or developments in the future. In some cases, you can identify forward-looking statements by words such as 'could,' 'should,' 'may,' 'expects,' 'aims,' 'targets,' 'anticipates,' 'believes,' 'intends,' 'estimates,' or similar words. These forward-looking statements are based largely on the Group's current expectations as of the date of this presentation and are subject to a number of known and unknown risks and uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievement expressed or implied by these forward-looking statements. In particular, the Group's expectations could be affected by, among other things, uncertainties involved in the integration of acquisitions or new developments, changes in legislation or the regulatory regime governing healthcare in the UK, poor performance by consultants who practice at our facilities, unexpected regulatory actions or suspensions, competition in general, the impact of global economic changes, and the Group's ability to obtain or maintain accreditation or approval for its facilities or service lines. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements made during this presentation will in fact be realised and no representation or warranty is given as to the completeness or accuracy of the forward-looking statements contained in these materials.

The Group is providing the information in these materials as of this date, and we disclaim any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.