

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER**  
**Rules 8.1 and 8.2 of the Takeover Code (the "Code")**

**1. KEY INFORMATION**

<b>(a) Full name of discloser:</b>	Spire Healthcare Group plc ("Spire")
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each offeror/offeree</i>	Spire Healthcare Group plc
<b>(d) Is the discloser the offeror or the offeree?</b>	Offeree
<b>(e) Date position held:</b> <i>The latest practicable date prior to the disclosure</i>	30 September 2025
<b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b> <i>If it is a cash offer or possible cash offer, state "N/A"</i>	N/A

**2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates**

<b>Class of relevant security:</b>	1p ordinary shares			
	<b>Interests</b>		<b>Short positions</b>	
	<b>Number</b>	<b>%</b>	<b>Number</b>	<b>%</b>
<b>(1) Relevant securities owned and/or controlled:</b>	NIL	-	NIL	-
<b>(2) Cash-settled derivatives:</b>	NIL	-	NIL	-
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	NIL	-	NIL	-
<b>TOTAL:</b>	NIL	-	NIL	-

*All interests and all short positions should be disclosed.*

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

## (b) Rights to subscribe for new securities

Class of relevant security in relation to which subscription right exists:	N/A
Details, including nature of the rights concerned and relevant percentages:	N/A

## 3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:

**Spire directors and their connected persons**

(a) The following directors of Spire and their connected persons have the interests in Spire set out below:

Name	Position	Number of ordinary shares	Percentage of Spire issued share capital (to two decimal places)
Justin Ash	Chief Executive Officer	1,300,459	0.32%
Sir Ian Cheshire	Non-Executive Chairman	8,846	0.00%
Peter White	Connected person of Debbie White (Senior Independent Director)	26,316	0.00%
Harbant Samra	Chief Financial Officer	55,077	0.01%
Jenny Kay	Independent Non-Executive Director	4,911	0.00%
<b>Total</b>		1,395,609	0.35%

(b) The following directors of Spire have rights to the scheme interests set out below:

**Justin Ash, Chief Executive Officer**

Scheme under which granted	Number of ordinary shares in respect of which options granted	Date of grant	Exercise price per share (£)	Vesting date	Expiry / lapse date
2021 Long Term Incentive Plan	547,061	18 March 2021	0	18 March 2024**	17 March 2031
2022 Long Term Incentive Plan	330,708	14 March 2022	0	14 March 2025**	13 March 2032
2023 Long Term Incentive Plan	541,661*	15 March 2023	0	15 March 2026**	14 March 2033
2023 Deferred Share Bonus Plan	116,473	15 March 2023	0	15 March 2026	14 March 2033
2024 Long Term Incentive Plan	542,575*	14 March 2024	0	14 March 2027**	13 March 2034

2024 Deferred Share Bonus Plan	152,786	14 March 2024	0	14 March 2027	13 March 2034
2025 Long Term Incentive Plan	759,173*	27 March 2025	0	27 March 2028**	26 March 2035
2025 Deferred Share Bonus Plan	65,896	13 March 2025	0	13 March 2028	12 March 2035
<b>Harbant Samra, Chief Financial Officer</b>					
<b>Scheme under which granted</b>	<b>Number of ordinary shares in respect of which options granted</b>	<b>Date of grant</b>	<b>Exercise price per share (£)</b>	<b>Vesting date</b>	<b>Expiry / lapse date</b>
2023 Long Term Incentive Plan	131,634*	15 March 2023	0	15 March 2026	14 March 2033
2024 Long Term Incentive Plan	320,675*	15 May 2024	0	14 March 2027**	13 March 2034
2025 Long Term Incentive Plan	436,681*	27 March 2025	0	27 March 2028**	26 March 2035
2025 Long Term Incentive Plan	28,729*	19 June 2025	0	27 March 2028**	26 March 2035
2025 Deferred Share Bonus Plan	24,730	13 March 2025	0	13 March 2028	12 March 2035
<b>Notes:</b>					
* Subject to satisfaction of performance conditions.					
** Subject to a two-year holding period following the stated vesting date.					

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

#### **4. OTHER INFORMATION**

##### **(a) Indemnity and other dealing arrangements**

**Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:**

*Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"*

None

##### **(b) Agreements, arrangements or understandings relating to options or derivatives**

**Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and**

<b>any other person relating to:</b> <b>(i) the voting rights of any relevant securities under any option; or</b> <b>(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:</b> <i>If there are no such agreements, arrangements or understandings, state "none"</i>
None

**(c) Attachments**

**Are any Supplemental Forms attached?**

<b>Supplemental Form 8 (Open Positions)</b>	NO
<b>Supplemental Form 8 (SBL)</b>	NO

<b>Date of disclosure:</b>	<b>1 October 2025</b>
<b>Contact name:</b>	<b>Mantraraj Budhdev</b>
<b>Telephone number:</b>	<b>07787 283848</b>

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.*

*The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*