

## Shareholder information

### Spire Healthcare group websites

Shareholders are encouraged to visit our websites at [www.spirehealthcare.com](http://www.spirehealthcare.com), [www.vitahealthgroup.co.uk](http://www.vitahealthgroup.co.uk), [www.londondoctorsclinic.co.uk](http://www.londondoctorsclinic.co.uk) and [spireoccupationalhealth.com](http://spireoccupationalhealth.com) which have 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](http://www.investors.spirehealthcare.com) where shareholder and media information can be accessed. This year's annual report and notice of annual general meeting can also be viewed there.

### 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 written shareholder enquiries regarding your shares should be addressed to the company's share registrar at the address on page 170, or as follows:

#### Equiniti Limited

Tel (UK only) 0371 384 2030  
Tel (non-UK) +44 371 384 2030  
For deaf and speech impaired shareholders, Equiniti welcomes calls via Relay UK. For more information please visit [www.relayuk.bt.com](http://www.relayuk.bt.com).

### 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
- 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](http://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 company secretary at the registered office or emailed to [companysecretary@spirehealthcare.com](mailto: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](http://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
- 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](http://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](http://www.sharegift.org) or by calling +44 (0)207 930 3737.

### Dividend mandate

If you are a shareholder who has a UK bank or building society account, you are recommended to arrange payment electronically through a bank or building society mandate. There is no fee for this service and notification confirming details of any dividend payment will be sent to your registered address. Please contact Equiniti on 0371 384 2030 or download an application form from [www.shareview.co.uk](http://www.shareview.co.uk).

### 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](http://www.shareview.co.uk) or from Equiniti Limited by calling +44 371 384 2030 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).

Shareholder information continued

Shareholder security

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](http://www.spirehealthcare.com).

2025 financial calendar

2025 annual general meeting	14 May 2025
Final dividend record date	23 May 2025
Final dividend payment date	20 June 2025
Announcement of 2025 half year results	11 September 2025

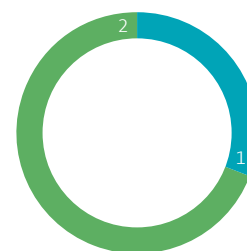
Analysis of ordinary shareholders

Holding of ordinary shares as at 31 December 2024

Investor type	Private		Institutional and other		Total	
	2024	2023	2024	2023	2024	2023
Number of holders	153	161	341	351	494	512
Percentage of holders	30.97%	31.45%	69.03%	68.55%	100%	100%
Percentage of shares held	0.28%	0.20%	99.72%	99.80%	100%	100%

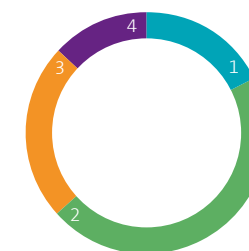
Investor type	1-1,000		1,001-50,000		50,001-500,000		500,001+	
	2024	2023	2024	2023	2024	2023	2024	2023
Number of holders	87	85	226	237	117	121	64	69
Percentage of holders	17.61%	16.60%	45.75%	46.29%	23.68%	23.63%	12.96%	13.48%
Percentage of shares held	0.01%	0.01%	0.69%	0.68%	5.31%	5.55%	93.99%	93.76%

Shareholders percentage by shareholder



- 1. Private 30.97%
- 2. Institutional and others 69.03%

Shareholders percentage by shareholding



- 1. 1-1,000 17.61%
- 2. 1,001-50,000 45.75%
- 3. 50,001-500,000 23.68%
- 4. 500,001+ 12.86%

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

**Remuneration consultants**  
Deloitte LLP  
2 New Street Square  
London EC4A 3BZ

Deutsche Numis

45 Gresham Street  
London EC2V 7BF

Legal advisers

Freshfields Bruckhaus  
Deringer LLP  
100 Bishopsgate  
London EC2P 2SR

Registrar

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

## Alternative performance measures definitions

Performance measure	Definition	Purpose
<b>Adjusted operating profit; or, adjusted EBIT</b>	Operating profit, less adjusting items before interest and tax	Provides a comparable measure of operating profit performance over time
<b>Conversion of adjusted EBITDA to cash</b>	Adjusted EBITDA divided by operating cash flows before adjusting items and taxation	Intends to show the group's efficiency at converting adjusted EBITDA into cash
<b>Adjusted EBITDA</b>	Adjusted EBITDA is calculated as operating profit, adjusted to add back depreciation, and adjusting items	Adjusted 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
<b>Adjusted EBITDA margin</b>	Adjusted EBITDA as a percentage of revenue	Provides a comparable performance metric, expressed as a percentage of revenues
<b>Comparable basis</b>	Financial information where we have deducted the contribution from Spire Tunbridge Wells (sold on 31 March 2025) and presented Vita Health Group on a proforma basis, assuming VHG was owned for 12 months in 2023 (acquired 18 October 2024)	To provide a meaningful comparison to prior year financial information
<b>Net debt</b>	Interest-bearing liabilities, less cash and cash equivalents	Measurement of net group indebtedness for covenant purposes
<b>Net bank debt</b>	Interest-bearing liabilities, excluding borrowing costs, less cash and cash equivalents	Measurement of net group indebtedness
<b>Pre IFRS 16</b>	Reported numbers before applying the effects of IFRS 16 leases	To provide an understanding of the impact of IFRS 16 to the reported numbers and allow comparison to previously reported numbers
<b>Net debt/EBITDA</b>	Net debt at the end of the period divided by EBITDA	Indicates the group's ability to service its debt from cash earnings
<b>Clinical staff costs as a percentage of revenue</b>	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
<b>Other direct costs as a percentage of revenue</b>	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.

# Glossary

The following definitions apply throughout the Annual Report 2024, unless the context requires otherwise:

<b>Act</b>	The Companies Act 2006, as amended	<b>CQC</b>	Care Quality Commission	<b>eRS</b>	Electronic Referral System	<b>ICBs</b>	Integrated Care Boards: NHS organisation which plans how to meet local population health needs, associated budget and provision
<b>Acute care</b>	active but short-term treatment for a severe injury or episode of illness	<b>CO<sub>2</sub>e</b>	carbon dioxide equivalent	<b>EU</b>	the European Union	<b>ICSS</b>	Integrated Care Systems: Partnerships of NHS organisations, local authorities and others to collectively plan services
<b>Adjusted EBITDA</b>	Adjusted EBITDA is calculated as operating profit, adjusted to add back depreciation, and adjusting items	<b>CQUIN</b>	commissioning for quality and innovation payment which is earned for meeting quality targets on NHS work	<b>Executive directors</b>	the executive directors of the company	<b>IFRS</b>	International Financial Reporting Standards, as adopted by the EU
<b>Admission</b>	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	<b>CRC Energy Efficiency Scheme</b>	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	<b>FCA</b>	the Financial Conduct Authority	<b>IPO</b>	initial public offering of shares to certain institutional and other investors
<b>AHP</b>	Allied health professional	<b>CREST</b>	the UK-based system for the paperless settlement of trades in listed securities, of which Euroclear UK and Ireland Limited is the operator	<b>FRC</b>	the Financial Reporting Council	<b>IRIS</b>	Inclusive Recognition of Inspirational Staff
<b>ARPC</b>	Average revenue per case	<b>CRM</b>	customer relationship management system/software	<b>FTSUG</b>	Freedom to Speak Up Guardian	<b>ISO 14001</b>	environmental management system
<b>Articles</b>	the articles of association of the company	<b>CT</b>	computerised tomography	<b>GDP</b>	gross domestic product	<b>ISO 18001</b>	health and safety management system
<b>Board</b>	the board of directors of the company	<b>DAISY</b>	Diseases Attacking the Immune System	<b>GDPR</b>	General Data Protection Regulation	<b>ITU</b>	Intensive Therapy Unit
<b>CAGR</b>	compound annual growth rate	<b>DCG</b>	The Doctors Clinic Group Ltd (include London Doctors Clinic and Spire Occupational Health)	<b>GHG</b>	greenhouse gas	<b>JAG accreditation</b>	The Joint Advisory Group on Gastrointestinal Endoscopy (JAG) accreditation: formal recognition an endoscopy service has the competence to deliver against measures in the Endoscopy Global Rating Scale standards
<b>Cardiology</b>	specialty which encompasses the treatment of patients with cardiovascular disease	<b>Directors</b>	the executive directors and non-executive directors	<b>GIRFT</b>	Getting it Right First Time	<b>KPI</b>	key performance indicator
<b>CGSC</b>	Clinical governance and safety committee	<b>DPA</b>	Data Protection Act	<b>GMC</b>	General Medical Council	<b>LDC</b>	London Doctors Clinic (trading name for the private GP element of The Doctors Clinic Group Ltd)
<b>CMA</b>	the UK Competition and Markets Authority	<b>DMR</b>	Dry mixed recycling	<b>GP</b>	General practitioner	<b>Listing Rules</b>	the listing rules of the FCA made under section 74(4) of the Financial Services and Markets Act 2000
<b>Company</b>	Spire Healthcare Group plc	<b>DSBP</b>	Deferred Share Bonus Plan	<b>GPG</b>	Gender Pay Gap		
		<b>EBITDA</b>	Earnings before interest, tax, depreciation and amortisation	<b>Group</b>	Spire Healthcare Group plc and its subsidiaries		
		<b>EPS</b>	earnings per share	<b>HD</b>	Hospital director		
				<b>HGV</b>	Heavy Goods Vehicle		
				<b>Health &amp; Safety Act</b>	The Health & Safety at Work etc Act 1974		
				<b>HIS</b>	Health Improvement Scotland		
				<b>HIW</b>	Health Inspectorate Wales		
				<b>HMRC</b>	HM Revenue & Customs		
				<b>HSE</b>	Health and Safety Executive		

Glossary continued

<b>LTIP</b>	Long Term Incentive Plan	<b>PMI</b>	Private medical insurers or insurance	<b>Self-pay</b>	when a procedure or treatment provided is funded by the patient directly
<b>MAC</b>	Medical advisory committee	<b>PPE</b>	property, plant and equipment	<b>SEQOHS</b>	Safe Effective Quality Occupational Health Service, benchmarks for occupational health services
<b>MHFA</b>	Mental Health First Aid	<b>PROMs</b>	Patient Reported Outcome Measures	<b>Shareholders</b>	the holders of shares in the capital of the company
<b>MQEM</b>	Macmillan Quality Environment Mark	<b>PSIRF</b>	Patient Safety Incident Response Framework	<b>Shares</b>	the ordinary shares of 1 pence each in the company, having the rights set out in the articles
<b>MRI</b>	magnetic resonance imaging	<b>QI</b>	Quality Improvement	<b>SQR</b>	Safety, quality and risk committee
<b>NDC</b>	Spire Healthcare's national distribution centre in Droitwich	<b>Registrar</b>	Equiniti Limited	<b>tCO<sub>2</sub>e</b>	tonnes of carbon dioxide equivalent
<b>NHS</b>	the National Health Services in England, Scotland, Wales and Northern Ireland, collectively	<b>Registration regulations</b>	the Care Quality Commission (Registration) Regulations 2009	<b>TSR</b>	total shareholder return
<b>NI</b>	National Insurance	<b>REGO</b>	Renewable energy guarantees of origin	<b>UK</b>	the United Kingdom of Great Britain and Northern Ireland
<b>NIC</b>	National Insurance Contributions	<b>Regulated activities regulations</b>	the Health and Social Care Act 2008 (Regulated Activities) Regulations 2010	<b>UKAS</b>	UK Accounting Standards
<b>NJR</b>	National Joint Registry: records, monitors, analyses and reports on performance outcomes in joint replacement surgery	<b>RIDDOR</b>	Reporting of Injuries, Diseases and Dangerous Occurrences Regulations	<b>UK Code</b>	the UK Corporate Governance Code issued by the Financial Reporting Council, as amended from time-to-time
<b>Non-executive directors</b>	the non-executive directors of the company	<b>ROCE</b>	return on capital employed	<b>VHG</b>	Vita Health Group
<b>Official List</b>	the record of whether a company's shares are officially listed, maintained by the FCA (the UKLA Official List)	<b>RCP</b>	Representative Concentration Pathway	<b>VTE</b>	Venous thromboembolism
<b>Oncology</b>	specialty which encompasses the treatment of people with cancer	<b>SAP</b>	global software developer/ software	<b>YOY</b>	Year-on-year
<b>PHIN</b>	Private Healthcare Information Network	<b>SDG</b>	Sustainable Development Goal, set by the United Nations		
<b>PILON</b>	payment in lieu of notice	<b>SECR</b>	Streamlined Energy and Carbon Reporting		

## 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.

Designed and produced by Gather  
+44 (0)20 7610 6140  
Gather.london

Printed by Park Communications – A Carbon Neutral printing company.

The paper used on this report is 100% recycled. The paper mill and printer are both registered with the Forestry Stewardship Council (FSC)<sup>®</sup> and additionally have the Environmental Management System ISO 14001. The paper is recyclable and biodegradable.

It has been printed using 100% offshore wind electricity sourced from UK wind.



**Spire Healthcare Group plc**

3 Dorset Rise  
London  
EC4Y 8EN

[spirehealthcare.com](http://spirehealthcare.com)

This report has been printed on 100% recycled paper and is recyclable.