

Form of Instruction for the General Meeting of Spire Healthcare Group plc at 10.45 a.m. (or as soon thereafter as the Court Meeting concludes or is adjourned) on 12 July 2021

The General Meeting of Spire Healthcare Group plc (the “Company”) will be held at the offices of J.P. Morgan, 60 Victoria Embankment, London, EC4Y 0JP on Monday 12 July 2021 at 10.45 a.m. (or as soon thereafter as the Court Meeting concludes or is adjourned).



Voting ID

Task ID

Shareholder Reference Number

You can submit your instructions electronically at www.sharevote.co.uk using the Voting ID, Task ID, and Shareholder Reference Number shown above.

To: Equiniti Corporate Nominees Limited

I hereby request and authorise you to vote, as indicated below, in respect of all shares held on my behalf in the Spire Healthcare Group Nominee Service at the Company’s General Meeting to be held on Monday 12 July 2021 at 10.45 a.m. (or as soon thereafter as the Court Meeting concludes or is adjourned) and at any adjournment of that meeting.

If you wish to attend the General Meeting, please indicate here by ticking this box.

Special Resolution

The full wording of the Special Resolution is contained in the Notice of General Meeting at Part X of the Scheme Document. Please write an X in the For, Against or Vote Withheld box for the Special Resolution below.

For the purpose of the Scheme:

- (a) to authorise the Spire Directors to take all such action as they may consider necessary or appropriate for implementing the Scheme; and
- (b) to amend the articles of association of the Company as set out in the Notice of General Meeting.

Vote		
For	Against	Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please see Notes on completion and use overleaf.

Signature

Date

Please note that your vote must be received by Equiniti Corporate Nominees Limited by no later than 10.45 a.m. on Wednesday 7 July 2021.

Form of Instruction (the “Form of Instruction”) – Notes on completion and use

1. Terms defined in the scheme document made available to shareholders on or around 15 June 2021 (the “**Scheme Document**”) shall apply equally in this Form of Instruction unless the context otherwise requires. Full details of the resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting contained in Part X of the Scheme Document. Before completing this Form of Instruction, please also read the section entitled “Action to be taken” set out on pages 1 to 5 and in paragraph 17 of Part II (*Explanatory Statement*) of the Scheme Document.
2. This Form of Instruction relates only to those shares held on your behalf in the Spire Healthcare Group Nominee Service.
3. To be valid this form should be signed and returned to Equiniti Corporate Nominees Limited c/o the Company’s Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA in the enclosed prepaid envelope, so as to arrive no later than 10.45 a.m. on Wednesday 7 July 2021.
4. Voting authority of the Nominee Service will be exercised only to the extent that instructions are received in respect of the resolution listed. In the event that a procedural resolution is correctly proposed, but not mentioned in the Notice of Meeting, Equiniti Corporate Nominees Limited will abstain from voting.
5. You can vote your shares online at www.sharevote.co.uk. To log on you will need your Voting ID, Task ID and Shareholder Reference Number which are printed on the front of this form. Your votes must be registered by no later than 10.45 a.m. on Wednesday 7 July 2021.
6. The ‘Vote Withheld’ option is given to enable you to abstain on any particular resolution. The ‘Vote Withheld’ is not a vote in law and will not be counted in the calculation of the proportion of votes ‘For’ or ‘Against’ a resolution.

Shareholder Helpline +44 (0) 0371 384 2946 (please use the country code if calling from outside the UK)

Lines are open 8:30am to 5:30pm (UK time), Monday to Friday (excluding public holidays in England and Wales). Calls from a landline are charged at national rates, calls from a mobile device may incur network extras. Equiniti may record calls to both numbers for security purposes and to monitor the quality of its services.

To read the latest version of Equiniti’s Privacy Notice and understand more about how Equiniti Financial Services Limited safeguards your data, please visit Equiniti’s Privacy Centre at privacy.equiniti.com.

Equiniti Limited and Equiniti Financial Services Limited are part of the Equiniti Group. Their registered offices are Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Company share registration, employee scheme and pension administration services are provided through Equiniti Limited, which is registered in England & Wales with No. 6226088. Investment and general insurance services are provided through Equiniti Financial Services Limited, which is registered in England & Wales with No. 6208699 and is authorised and regulated by the UK Financial Conduct Authority.

Spire Healthcare Group plc is registered in England and Wales with company number 09084066. Registered office: 3 Dorset Rise, London, EC4Y 8EN United Kingdom