

Spire Healthcare Group plc (the “Company”)

17 March 2016

Disclosure for Rob Roger pursuant to Section 430 (2B) of the Companies Act 2006

Further to the announcement made on 14 March 2016 that Rob Roger will step down as Chief Executive Officer and leave the Company on 30 June 2016, the following arrangements will apply in respect of his remuneration.

- (1) Rob Roger will receive his existing salary and benefits up until departure. He will not receive any additional cash payment or any payment in lieu of notice on leaving the Company.
- (2) He will not be eligible for a bonus in respect of 2016.
- (3) The awards of 372,340 and 290,858 shares, made to Rob on 30 September 2014 and 1 April 2015 respectively, under the Company’s Long Term Incentive Plan will lapse on departure. No further awards will be made to him under the Long Term Incentive Plan.
- (4) Rob Roger will retain his award of 18,057 shares made under the Deferred Bonus Plan on 1 June 2015 which represents one-third of his 2014 annual bonus. This award is due to vest in June 2018.
- (5) In accordance with the plan rules, he will also retain his award of shares under the legacy Directors’ Share Bonus Plan (“DSBP”), which was made on 4 July 2014 in respect of the period prior to the Company’s Admission to the London Stock Exchange. Rob currently holds nil-cost options over 367,517 shares, which vested in July 2015. Up to 383,000 shares may vest in July 2016 under the DSBP, subject to the share price performance conditions applicable to this award.

Philip Davies
Deputy Company Secretary