



# Shareholder information

## Spire Healthcare website

Shareholders are encouraged to visit our website at [www.spirehealthcare.com](http://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](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 shareholder enquiries regarding your shares should be addressed to the company's share registrar at the address on page 215, 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
- 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 (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).



## 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).

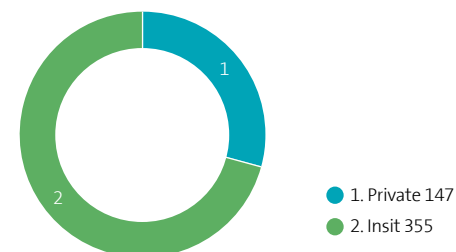
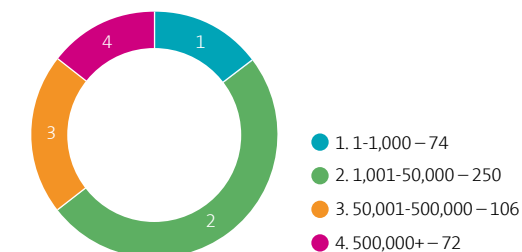
**2022 Financial calendar**

2023 annual general meeting	11 May 2023
Final dividend record date	26 May 2023
Final dividend payment date	23 June 2023
Announcement of 2023 half year results	September 2023

**Analysis of ordinary shareholders****Holding of ordinary shares as at 31 December 2022**

Investor type	Private		Institutional and other		Total	
	2022	2021	2022	2021	2022	2021
Number of holders	147	119	355	385	502	504
Percentage of holders	29.28%	23.61%	70.72%	76.92%	100%	100%
Percentage of shares held	0.17%	0.16%	99.83%	99.70%	100%	100%

Investor type	1-1,000		1,001-50,000		50,001-500,000		500,001+	
	2022	2021	2022	2021	2022	2021	2022	2021
Number of holders	74	91	250	243	106	104	72	66
Percentage of holders	14.74%	18.06%	49.80%	48.21%	21.12%	20.63%	14.34%	13.10%
Percentage of shares held	0.01%	0.01%	0.76%	0.69%	4.67%	4.51%	94.56%	94.79%

**Shareholders percentage by shareholder****Shareholders percentage by shareholding****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**

45 Gresham Street  
London EC2V 7BF

**Legal advisers**

Freshfields Bruckhaus  
Deringer LLP  
100 Bishopsgate  
London EC2P 2SR

**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 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>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 2022, unless the context requires otherwise:

<b>Act</b>	The Companies Act 2006, as amended
<b>Acute care</b>	active but short-term treatment for a severe injury or episode of illness
<b>Adjusted EBITDA</b>	Adjusted EBITDA is calculated as operating profit, adjusted to add back depreciation, and adjusting items
<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>Articles</b>	the articles of association of the company
<b>Board</b>	the board of directors of the company
<b>CAGR</b>	compound annual growth rate
<b>Cardiology</b>	specialty which encompasses the treatment of patients with cardiovascular disease
<b>CCG</b>	Clinical commissioning group
<b>CGSC</b>	Clinical governance and safety committee
<b>Cinven</b>	Cinven Partners LLP
<b>CMA</b>	the UK Competition and Markets Authority
<b>Company</b>	Spire Healthcare Group plc

<b>CQC</b>	Care Quality Commission
<b>CO<sub>2</sub>e</b>	carbon dioxide equivalent
<b>CQUIN</b>	commissioning for quality and innovation payment which is earned for meeting quality targets on NHS work
<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>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>CRM</b>	customer relationship management system/software
<b>CT</b>	computerised tomography
<b>DSBP</b>	Deferred Share Bonus Plan
<b>Directors</b>	the executive directors and non-executive directors
<b>DPA</b>	Data Protection Act
<b>EBITDA</b>	Earnings before interest, tax, depreciation and amortisation
<b>EFW</b>	Energy from waste
<b>EPS</b>	earnings per share
<b>ESOS</b>	Energy saving opportunity scheme
<b>EU</b>	the European Union

<b>Executive directors</b>	the executive directors of the company
<b>FCA</b>	the Financial Conduct Authority
<b>FRC</b>	the Financial Reporting Council
<b>GDP</b>	gross domestic product
<b>GDPR</b>	General Data Protection Regulation
<b>GHG</b>	greenhouse gas
<b>GMC</b>	General Medical Council
<b>GP</b>	General practitioner
<b>Group</b>	Spire Healthcare Group plc and its subsidiaries
<b>HCA Holdings, Inc.</b>	Hospital Corporation of America
<b>HD</b>	Hospital director
<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
<b>IFRS</b>	International Financial Reporting Standards, as adopted by the EU
<b>IPO</b>	initial public offering of shares to certain institutional and other investors

<b>ISO 14001</b>	environmental management system
<b>ISO 18001</b>	health and safety management system
<b>ITU</b>	Intensive Therapy Unit
<b>JAG accreditation</b>	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
<b>KPI</b>	key performance indicator
<b>Listing Rules</b>	the listing rules of the FCA made under section 74(4) of the Financial Services and Markets Act 2000
<b>LTIP</b>	Long Term Incentive Plan
<b>MAC</b>	Medical advisory committee
<b>MRI</b>	magnetic resonance imaging
<b>NDC</b>	Spire Healthcare's national distribution centre in Droitwich
<b>NHS</b>	the National Health Services in England, Scotland, Wales and Northern Ireland, collectively
<b>NI</b>	National Insurance
<b>NIC</b>	National Insurance Contributions
<b>Non-executive directors</b>	the non-executive directors of the company



## Glossary continued

<b>Official List</b>	the record of whether a company's shares are officially listed, maintained by the FCA (the UKLA Official List)
<b>Oncology</b>	specialty which encompasses the treatment of people with cancer
<b>PHIN</b>	Private Healthcare Information Network
<b>PILON</b>	payment in lieu of notice
<b>PIP Claims</b>	the claims relating to the supply of alleged faulty PIP breast implants
<b>PMI</b>	private medical insurance/insurer
<b>PPE</b>	property, plant and equipment
<b>PPU</b>	Private Patient Unit
<b>PROMs</b>	Patient Reported Outcome Measures
<b>Registrar</b>	Equiniti Limited
<b>Registration regulations</b>	the Care Quality Commission (Registration) Regulations 2009
<b>Regulated activities regulations</b>	the Health and Social Care Act 2008 (Regulated Activities) Regulations 2010
<b>RIDDOR</b>	Reporting of Injuries, Diseases and Dangerous Occurrences Regulations
<b>ROCE</b>	return on capital employed
<b>SAP</b>	global software developer/ software

<b>Self-pay</b>	when a procedure or treatment provided is funded by the patient directly
<b>Shareholders</b>	the holders of shares in the capital of the company
<b>Shares</b>	the ordinary shares of 1 pence each in the company, having the rights set out in the articles
<b>tCO<sub>2</sub>e</b>	tonnes of carbon dioxide equivalent
<b>TSR</b>	total shareholder return
<b>UK</b>	the United Kingdom of Great Britain and Northern Ireland
<b>UKAS</b>	UK Accounting Standards
<b>UK Code</b>	the UK Corporate Governance Code issued by the Financial Reporting Council, as amended from time-to-time

## 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.