

RNS Form 8 (OPD)

**Form 8 (OPD) (Spire Healthcare Group plc)****SPIRE HEALTHCARE GROUP PLC**

Released 13:36:50 09 June 2021

RNS Number : 3592B  
Spire Healthcare Group PLC  
09 June 2021

FORM 8 (OPD)

**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
<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>	8 June 2021
<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**

Class of relevant security:	Ordinary shares			
	Interests		Short positions	
	Number	%	Number	%
<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 Healthcare Group plc directors

- a) The following directors of Spire Healthcare Group plc have the interests in Spire Healthcare Group plc set out below:

Spire Healthcare Group plc director	Position	Number of ordinary shares	Percentage holding of Spire Healthcare Group plc issued share capital (to three decimal places)
Justin Ash	Chief Executive Officer	394,654 <sup>[1]</sup>	0.098
Jitesh Sodha	Chief Financial Officer	50,500	0.013
Adèle Anderson	Independent Non-Executive Director	9,582	0.002
Anthony Bourne	Independent Non-Executive Director	11,904	0.003
Professor Dame Janet Husband	Deputy Chair and Senior Independent Director	10,231	0.003
Simon Rowlands	Independent Non-Executive Director	786,516	0.196
<b>TOTAL</b>		1,263,387	0.315

- b) The following directors of Spire Healthcare Group plc have rights to the scheme interests set out below:

**Long Term Incentive Plan**

Spire Healthcare Group plc director	Position	Maximum number of ordinary shares awarded	Date of grant	Share price at grant [2] (£)	Exercise price per share (£)	Vesting date	Lapse date
Justin Ash	Chief Executive Officer	108,874	28 March 2018	2.1352	Nil	The Dealing Day following 28 March 2023	27 March 2028
		694,444	25 March 2019	1.3284	Nil	The Dealing Day following the second anniversary of 25 March 2022	24 March 2029
		1,028,046	6 April 2020	0.897	Nil	The Dealing Day following the second anniversary of 6 April 2023	5 April 2030
		665,606	18 March 2021	1.641	Nil	The Dealing Day following the second	17 March 2031

						anniversary of 18 March 2024	
Jitesh Sodha	Chief Financial Officer	78,287	8 October 2018	1.43304	Nil	The Dealing Day following 28 March 2023	27 March 2028
		446,025	25 March 2019	1.3284	Nil	The Dealing Day following the second anniversary of 25 March 2022	24 March 2029
		660,289	6 April 2020	0.897	Nil	The Dealing Day following the second anniversary of 6 April 2023	5 April 2030
		447,843	18 March 2021	1.641	Nil	The Dealing Day following the second anniversary of 18 March 2024	17 March 2031

#### Deferred Share Bonus Plan

Spire Healthcare Group plc Director	Position	Maximum number of ordinary shares awarded	Date of grant	Share price at grant [3] (£)	Exercise price per share (£)	Vesting date	Lapse date
Justin Ash	Chief Executive Officer	170,833	6 April 2020	0.81	Nil	6 April 2023	5 April 2030
		97,251	18 March 2021	1.66	Nil	18 March 2024	17 March 2031
Jitesh Sodha	Chief Financial Officer	73,140	6 April 2020	0.81	Nil	6 April 2023	5 April 2030
		41,637	18 March 2021	1.66	Nil	18 March 2024	17 March 2031

#### Sharesave Plan

Spire Healthcare Group plc director	Position	Maximum number of ordinary shares awarded	Date of grant	Option exercise price per share (£)	Awards are exercisable between
Justin Ash	Chief Executive Officer	3,302	2 May 2019	1.09	1 June 2022 and 30 November 2022
Jitesh Sodha	Chief Financial Officer	3,302	2 May 2019	1.09	1 June 2022 and 30 November 2022

#### Persons deemed to be acting in concert with Spire Healthcare Group plc

- c) The following interests are held by persons deemed to be acting in concert with Spire Healthcare Group plc:

Name	Number of ordinary shares	Percentage holding of Spire Healthcare Group plc's issued share capital (to three decimal places)
Garry Watts	653,577	0.163

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 any other person relating to:**

**(i) the voting rights of any relevant securities under any option; or  
(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:**

*If there are no such agreements, arrangements or understandings, state "none"*

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>9 June 2021</b>
<b>Contact name:</b>	<b>Philip Davies</b>
<b>Telephone number:</b>	<b>+44 (0) 207 427 9092</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).*

[1] Due to an error in the equivalent number disclosed in the Rule 2.7 Announcement, the above figure is 40 shares lower than the equivalent number disclosed in the Rule 2.7 Announcement.

[2] Closing price on the date of grant.

[3] Closing price on the date of grant.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact [rns@lse.com](mailto:rns@lse.com) or visit [www.rns.com](http://www.rns.com).

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

FEEUKOURAAUNRAR

**London Stock Exchange plc is not responsible for and does not check content on this Website. Website users are responsible for checking content. Any news item (including any prospectus) which is addressed solely to the persons and countries specified therein should not be relied upon other than by such persons and/or outside the specified countries. [Terms and conditions](#), including restrictions on use and distribution apply.**

© 2021 London Stock Exchange plc. All rights reserved.