

Chairman's governance letter

Our strategy is delivering and we are well positioned for growth



“Spire has continued to deliver on its strategy, across our financial, quality and people measures. This encouraging performance is testament to Spire’s culture.”

Sir Ian Cheshire
Chairman

Dear shareholder,

I am pleased to introduce the governance report in a year where Spire has continued to deliver on its strategy, across our financial, quality and people targets. This encouraging performance is testament to Spire’s culture: one that is characterised by openness, respect, collaborative working, a focus on clinical safety and a spirit of continuous improvement.

Spire’s purpose is to make a positive difference to people’s lives through outstanding personalised care. Spire is achieving this by running excellent hospitals, and developing primary care services to provide people with more choice and the opportunity to access the healthcare they need.

Our market fundamentals remain strong. Spire continues to play an important role in the NHS and is part of the new NHS partnership with the independent sector. Through its range of integrated services, Spire is meeting growing healthcare demand in the UK, building a healthier and more productive population.

Governance structure

We operate two principal committees for governance below the board; the clinical governance and safety committee (CGS), which runs a ward to board structure of controls, reviews clinical quality, and the audit and risk committee (ARC) which covers risk and financial controls.

Quality and safety

The board maintained a relentless focus on quality and safety, which is integrated into every aspect of the business, delivering continuous improvement. The board welcomed the implementation of the new Patient Safety Incident Response Framework (PSIRF) across the hospitals business in 2024, resulting in a step change in our culture and approach to patient safety incidents.

Audit and risk

The full report of the audit chair is on page 105, but it was with great sorrow that we announced that Martin Angle, deputy chairman and independent non-executive director, passed away in September 2024. Martin was a member of the board from 2019, was chair of the ARC and a member of CGS, nomination, and remuneration committees. Recruitment of his replacement is complete and I would like to thank Debbie White, our senior independent director, who has stepped in to cover the role in the interim.

Board changes

I was pleased to welcome Harbant Samra as chief financial officer after Jitesh Sodha stepped down from the board in May 2024. Harbant joined Spire Healthcare in 2018 as a group financial controller and became deputy CFO in 2022.

In May 2025, Dame Professor Janet Husband will step down from the board after 11 years chairing the CGS committee. We will miss her expertise and I am grateful for all she has done to drive strong clinical governance and a steep improvement in safety and culture during her tenure.

I am happy to announce that both Jill Anderson and Sir David Sloman will join us as non executive directors in March. Jill, who has a strong financial background, principally as a divisional chief financial officer at GSK plc, will take over from Debbie as chair of the ARC after the AGM in May 2025. Sir David will take over from Dame Janet as chair of CGS after the AGM in May 2025. Sir David is the former COO of the NHS and has had an extensive career in the NHS as hospital and regional CEO. He will bring a depth of healthcare governance experience to the board. As a result of Sir David’s appointment with AXA UK and Ireland, the company does not consider him to be independent.

Looking ahead

Looking ahead, the board is confident that Spire can continue to deliver on its strategy and is well positioned to meet structural market growth. The work to transform the business during 2024 has laid the groundwork for further transformation, savings and margin improvement in 2025, and the outlook for the business is strong. The business has responded well to a changing market and economic developments by accelerating efficiencies and managing acuity, mix and pricing.

As the business continues to integrate healthcare offerings, Spire will accelerate the benefits of offering primary and secondary care services to provide a platform for growth and deliver sustainable shareholder value. Its progress is to the credit of the board, executive team, excellent management team and colleagues across the group, who have all contributed to Spire’s growth in 2024.

Sir Ian Cheshire
Chairman

5 March 2025

Corporate governance report

Compliance with the UK Corporate Governance Code in 2024
The 2018 UK Corporate Governance Code (the 'Code') provides the standard for corporate governance in the UK. The Financial Conduct Authority requires listed companies to disclose whether they have complied with the provisions of the Code throughout the financial year under review.

The company has complied with the principles and provisions of the Code, throughout the year except as shown in the following table.

Code provision	How has the Company not complied with the provisions of the UK Code?	The Board's response
10	Dame Janet Husband has served for more than nine years from the date of her first appointment	<p>A thorough review was undertaken in February 2024, with regard to Dame Janet Husband remaining on the board for longer than nine years. The assessment concluded that Dame Janet continues to make a valuable contribution to the board, and leads the clinical governance and safety committee effectively. There was considered no impairment to her independence resulting from her tenure. It was further considered to be in the best interests of the company that Dame Janet Husband continue in her role and the nomination committee recommended to the board that she remain a director.</p> <p>Dame Janet will not seek re-election at the annual general meeting on 14 May 2025 and will step down from the board then.</p>

Director independence
Independence is determined by ensuring that, apart from receiving their fees for acting as directors or owning shares, non-executive directors do not have any other material relationship or additional remuneration from, or transactions with, the group, its promoters, its management or its subsidiaries, which in the judgement of the board may affect, or could appear to affect, their independence of judgement.

The company does not consider Dr Ronnie van der Merwe, who has been nominated to act as a non-executive director by Mediclinic Group Limited, the company's principal shareholder, to be independent. Mediclinic Group Limited's subsidiary, Mediclinic Jersey Limited (formerly Remgro Jersey Limited), entered into a relationship agreement with the company in June 2015 (the 'Relationship Agreement'). Under the terms of the Relationship Agreement, when Mediclinic International Limited controls 15% or more of the votes, it will be entitled to appoint one non-executive director to the board.

It controls 29.9% of votes as at 5 March 2025. The directors believe that the terms of the Relationship Agreement will enable the group to carry on its business independently of Mediclinic Group Limited.

The board considers that, excluding the chairman, over half of the board is independent of management and free from any business or other relationship that could affect the exercise of their independent judgement.

Workforce engagement
The board has appointed the remuneration committee to monitor workforce engagement and report to the board on the progress of Spire Healthcare's workforce initiatives, together with the challenges, concerns and priorities of colleagues. This provides directors with an understanding into how culture is embedded across hospitals and central functions, and any issues to be addressed.

Conflicts of interest
Save as set out below, there are no actual or potential conflicts of interest between any duties owed by the directors or senior management to the company and their private interests or other duties. The board will continue to monitor and review potential conflicts of interest on a regular basis.

Director
Dr Ronnie van der Merwe

Conflict
Chief executive officer of Mediclinic Group Limited, which controls 29.9% of the voting rights in the company as at 5 March 2025.

Changes to your board during 2024

In early 2024, Jitesh Sodha decided that he wished to step down from the board and did not seek re-election by the company's shareholders at the annual general meeting on 9 May 2024. Harbant Samra was appointed chief financial officer from this date.

Martin Angle, Deputy Chairman and independent Non-Executive Director, sadly passed away in September 2024.

Principal decisions of the board during 2024
Throughout this annual report, we provide examples of how the company takes into account the likely consequences of long-term decisions; builds relationships with stakeholders; understands the importance of engaging with our colleagues; understands the impact of our operations on the communities in our region and the environment we depend upon; and attributes importance to behaving as a responsible

business. The directors recognise the importance of effective stakeholder engagement and that stakeholders' views should be considered in its decision-making.

Decision of the board	Stakeholders	Link to Spire Healthcare's strategy	Further details can be found
Sale of Spire Tunbridge Wells Hospital	– NHS – Patients	Deliver a strong financial performance for shareholders and the fiscal strength needed to invest in future growth	Page 87
Expansion of Patient Support Centres	– Patients – Consultants – Colleagues	Investing in our workforce	Pages 23 and 37
Share buyback programme	– Shareholders	Deliver a strong financial performance for shareholders and the fiscal strength needed to invest in future growth	Page 124

The board has a formal schedule of matters reserved to it and delegates certain matters to committees. Specific matters reserved for the board considered during the year to 31 December 2024 included reviewing the group's performance (monthly and year-to-date), approving capital expenditure, setting and approving the group's strategy and annual budget.

Key roles and responsibilities
The company has set out in writing a division of responsibilities between the chairman, senior independent director and the chief executive officer.

Non-executive chairman
Sir Ian Cheshire
The non-executive chairman leads the board and is responsible for:

- The leadership and overall effectiveness of the board
- A clear structure for the operation of the board and its committees
- Setting the board agenda in conjunction with the chief executive officer an company secretary
- Ensuring that the board receives accurate, relevant and timely information about the group's affairs

Corporate governance report continued

Chief executive officer**Justin Ash**

The chief executive officer manages the group and is responsible for:

- Developing the group's strategic direction for consideration and approval by the board
- Day-to-day management of the group's operations
- The application of the group's policies
- The implementation of the agreed strategy and purpose
- Being accountable to, and reporting to, the board on the performance of the business

Senior Independent Director**Debbie White**

The board nominates one of the independent non-executive directors to act as senior independent director and is responsible for:

- Being an alternative contact for shareholders at board level other than the chairman;
- Acting as a sounding board for the chairman
- Leading the annual performance evaluation process for the board
- If required, being an intermediary for non-executive directors' concerns
- Undertaking the annual chairman's performance evaluation

Company Secretary**Mantraraj Budhdev**

The company secretary supports the chairman on board corporate governance matters and is responsible for:

- Making appropriate information available to the board in a timely manner
- Ensuring an appropriate level of communication between the board and its committees
- Ensuring an appropriate level of communication between senior management and the non-executive directors
- Keeping the board apprised of developments in relevant legislative, regulatory and governance matters
- Facilitating a new director's induction and assisting with professional development, as required

Board and committee structure

Ultimate responsibility for the management of the group rests with the board of directors. The board focuses primarily upon strategic and policy issues and is responsible for:

- Leadership of the group
- Implementing and monitoring effective controls to assess and manage risk
- Supporting the senior leadership team to formulate and execute the group's strategy
- Monitoring the performance of the group
- Setting the group's values and standards

There is a specific schedule of matters reserved for the board.

The non-executive directors

The non-executive directors bring a wide range of skills and experience to the board. The independent non-executive directors represent a strong, independent element on the board and are well placed to constructively challenge and support management. They help to shape the group's strategy, scrutinise the performance of management in meeting the group's objectives and monitor the reporting of performance.

Their role is also to satisfy themselves with regard to the integrity of the group's financial information and to ensure that the group's internal controls and risk management systems are robust and defensible.

The independent non-executive directors oversee the adequacy of the risk management and internal control systems (from their membership of the audit and risk committee, and clinical governance and safety committee), as well as the remuneration for the executive directors (from their membership of the remuneration committee).

As members of the nomination committee, the non-executive directors also play a pivotal role in board succession planning and the appointment of new executive directors.

Your board in 2024

The principal decisions of the board during the year can be found on page 91.

Board meetings were held in person during the year and director attendance at scheduled meetings is shown on page 97.

The agenda at scheduled meetings in 2024 covered standing agenda items, including: a review of the group's performance from the chief executive officer; the current month's and year-to-date financial statistics from the chief financial officer; and a review of clinical performance and medical governance by both the group clinical director and group medical director. In addition, the board received a verbal report from committee chairs, where their committee met immediately in advance of the scheduled board meeting, and the board regularly received reports on legal and statutory matters.

The board's plan for 2025

It is currently planned that the board will convene for seven scheduled meetings in 2025, as well as holding any necessary ad hoc board and committee meetings to consider non-routine business.

The chairman and the other non-executive directors will meet on their own without the executive directors present. In addition, the senior independent director and other non-executive directors will meet without the chairman present to discuss matters such as the chairman's performance.

The board will maintain its focus on the group's pursuit of its 2025 targets during the year. Its activities will include:

- Reviewing and approving the 2024 annual report
- Reviewing the revised five-year strategic plan and approving the 2025 annual operating plan
- Completing deep dives into key areas of the business
- Embedding the risk management framework
- Reviewing the makeup of the board
- Following a rolling agenda, ensuring proper time for strategic debate

Furthermore, the board will maintain its commitment to continuous improvement of clinical quality and the use of Quality Improvement methodology. It will maintain overall responsibility for the group's system of internal control and risk management processes via the relevant board committees.

Disclosure committee

The board has established a disclosure committee to ensure, under delegated authority, that the company complies with its disclosure obligations, specifically under the Market Abuse Regulation and related legislation. The disclosure committee also manages the company's share dealing code, ensuring colleague compliance and provides training where required. The members of the disclosure committee are shown on page 95.

Corporate governance report continued

Share schemes committee

In addition, the board delegates certain responsibilities in relation to the administration of the company's share schemes on an ad hoc basis to the share schemes committee. This committee operates in accordance with the delegation of authority agreed by the board.

Executive committee

The executive committee meets twice a month, splitting its time between project work and strategic matters. The executive committee delegates certain matters to the safety, quality and risk committee which has specific focus on safety, quality and risk matters (see the governance framework on page 95).

National medical professional standards committee

The national medical professional standards committee meets monthly and is chaired by the group medical director, with membership including the group clinical director, chief operating officer (deputy chair), associate medical directors, director of integrated quality governance and legal advisor.

The purpose of the national medical professional standards committee is to:

- Have oversight of performance and monitoring of safety standards of consultants and GPs with practising privileges or employed by Spire Healthcare
- Have oversight over the investigations relating to the practice of doctors with practising privileges at Spire Healthcare's facilities in order to provide assurance to the executive committee and board in relation to compliance with medical policies relating to professional standards
- Provide oversight of consultant-related Patient Notification Exercises in order to promote and maintain good medical practice, and inform the continuous quality improvement programme across Spire Healthcare
- Ensure that local and organisational learning is determined and actioned in relation to medical professional standards and performance

Board meetings

The attendance of the directors who served during the year ended 31 December 2024, and meetings of the board during 2024, are shown on page 97. To the extent that directors are unable to attend scheduled meetings, or additional meetings called on short notice, they will receive the papers in advance and relay their comments to the chairman for communication at the meeting. The chairman will follow up after the meeting in relation to both the discussions held and decisions taken.

Effectiveness**Board composition**

The board seeks to ensure that both it and its committees have the appropriate range of skills, experience, independence and knowledge of the group to enable them to discharge their respective duties and responsibilities effectively; for example, the 2024 board calendar included sessions on clinical data analysis and statutory regulations. The board considers its size and composition to be appropriate for the current requirements of the business but will continue to keep this under review.

Committee composition is set out in the relevant committee reports and listed on page 95. No one other than committee chairs and members of the committees is entitled to participate in meetings of the audit and risk, CGSC, disclosure, nomination and remuneration committees, unless by invitation of the respective committee chair.

Debbie White is the Senior Independent Director. Biographical details of the directors are set out on pages 98 to 99.

Appointments to the board

Recommendations for appointments to the board are made by the nomination committee. As part of the recruitment process the nomination committee follows a formal, rigorous and transparent procedure. Further information is set out in the nomination committee report on page 101.

Time commitment of the non-executive directors

The non-executive directors each have a letter of appointment which sets out the terms and conditions of their directorship. An indication of the anticipated time commitment is provided in any recruitment role specification, and each director's letter of appointment provides details of the meetings that they are expected to attend.

Non-executive directors are required to set aside sufficient time to prepare for meetings, and to regularly refresh and update their skills and knowledge. In signing their letters of appointment, all directors have agreed to commit sufficient time for the proper performance of their responsibilities, acknowledging that this will vary from year to year, depending on the group's activities.

Directors are expected to attend all board and committee meetings, and any additional meetings, as required. Each director's other significant commitments were disclosed to the board at the time of their appointment and they are required to notify the board of any subsequent changes. The group has reviewed the availability of the non-executive directors and considers that each of them is able to, and in practice does, devote the necessary amount of time to the group's business.

Induction and training

Generally, reference materials are provided, including information about the board, its committees, directors' duties, procedures for dealing in the group's shares and other regulatory and governance matters, and directors are advised of their legal and other duties, and obligations as directors of a listed company.

On joining the board, it is the responsibility of the chairman and company secretary to ensure that all newly appointed directors receive a full and formal induction which is tailored to their individual needs. The induction programme includes a comprehensive overview of the group, dedicated time with other directors and senior management, as well as guidance on the duties, responsibilities and liabilities as a director of a listed and regulated company. These activities will form part of the induction programmes for Sir David Sloman and Jill Anderson once in role.

The company secretary ensures that any additional request for information is promptly supplied. The chairman, through the company secretary, ensures that there is an ongoing process to review any internal or external training and development needs.

As already noted, in the event of a general training need, in-house training will be provided to the entire board. Necessary and relevant regulatory updates are provided by the group general counsel and company secretary or by external advisers as required.

Information and support

The board ensures that it receives, in a timely manner, information of an appropriate quality to enable it to adequately discharge its responsibilities. This is aided by the use of an online portal. Papers are provided to the directors in advance of the relevant board or committee meeting to enable them to make further enquiries about any matters prior to the meeting, should they so wish. This also allows directors who are unable to attend to submit views in advance of the meeting.

Outside the board papers process, the executive directors provide written updates to the non-executive directors on important business issues, including financial and commercial information. In addition, relevant updates on shareholder matters (including analysts' reports) are also provided to the board.

All directors have access to the advice and services of the company secretary. There is also an agreed procedure in place for directors, in the furtherance of their duties, to take independent legal advice, if necessary, at the group's expense.

Corporate governance report continued

Election and re-election of directors

All the directors appointed at the time offered themselves for re-election at the tenth annual general meeting in May 2024 with the exception of Jitesh Sodha who did not stand for re-election. Directors are elected or re-elected in accordance with the requirements of the Code.

All of the company's directors, with the exception of Dame Janet Husband who will step down from the board, will stand for re-election at the annual general meeting in May 2025.

The biographical details of each director standing for election or re-election is included in the 2025 notice of annual general meeting. The board believes that each of the directors standing for election or re-election is effective and demonstrates commitment to their respective roles. Accordingly, the board recommends that shareholders approve the resolutions to be proposed at the 2025 annual general meeting relating to the election and re-election of the directors.

The biographical details of all directors are set out on pages 98 to 99.

Directors' indemnities

The directors of the company have the benefit of a third-party indemnity provision, as defined by section 236 of the Companies Act 2006, in the group's articles of association. In addition, directors and officers of the group are covered by directors' and officers' liability insurance.

Directors' conflicts of interest

The Companies Act 2006 provides that directors must avoid a situation where they have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with a company's interests. Directors of public companies may authorise conflicts and potential conflicts, where appropriate, if a company's articles of association permit.

The board has established formal procedures to authorise situations where a director has an interest that conflicts, or may possibly conflict, with the interests of the company – Situational Conflicts. Directors declare Situational Conflicts, so that they can be considered for authorisation by the non-conflicted directors.

In considering a Situational Conflict, these directors act in the way they consider would be most likely to promote the success of the group, and may impose limits, or conditions, when giving authorisation or, subsequently, if they think this is appropriate.

The company secretary records the consideration of any conflict and any authorisations granted. The board believes that the system it has in place for reporting Situational Conflicts continues to operate effectively.

Non-executive director engagement with hospitals

Non-executive directors, particularly the members of the clinical governance and safety committee are regular attendees at a wide range of hospital briefings, meetings and specialist conferences. These events have included local and national meetings, and the national medical professional standards committee. Directors have also attended the national theatre managers conference and the national pharmacy managers conference, as well as conferences for directors of clinical services and critical care, and cardiology specialists.

Accountability**The audit and risk committee**

The audit and risk committee report is set out on pages 105 to 110, and identifies its members, whose biographies are set out on pages 98 and 99.

The report describes the audit and risk committee's work in discharging its responsibilities during the year ended 31 December 2024, and its terms of reference can be found on the group's website at www.investors.spirehealthcare.com.

Risk management and internal control

The board has overall responsibility for establishing and maintaining a sound system of risk management and internal control, and for reviewing its effectiveness. This system is designed to manage, rather than eliminate, the risks facing the group and safeguard its assets. No system of internal control can provide absolute assurance against material misstatement or loss. The group's system is designed to provide the directors with reasonable assurance that issues are identified on a timely basis and are dealt with appropriately.

The audit and risk committee and the clinical governance and safety committee, whose reports are set out on pages 105 to 110 and pages 103 to 104 respectively, assist the board in reviewing the effectiveness of the group's risk management system and internal controls, including financial, clinical, operational and compliance controls.

Executive compensation and risk

Only independent non-executive directors are allowed to serve on the audit and risk committee and remuneration committee. The non-executive directors are therefore able to bring their experience and knowledge of the activities of each committee to bear when considering the critical judgements of the other.

This means that the directors are in a position to consider carefully the impact of incentive arrangements on the group's risk profile and to ensure the group's remuneration policy and programme are structured, so as to accord with the long-term objectives and risk appetite of the group.

Financial and non-financial risk

The clinical governance and safety committee, with the audit and risk committee, collectively ensure that the control and monitoring of both financial and non-financial risks is satisfactory.

In addition, both committees seek to ensure, as far as practicable, there are no elements omitted or unnecessarily duplicated, and that all critical judgements receive the correct level of challenge.

Relations with shareholders

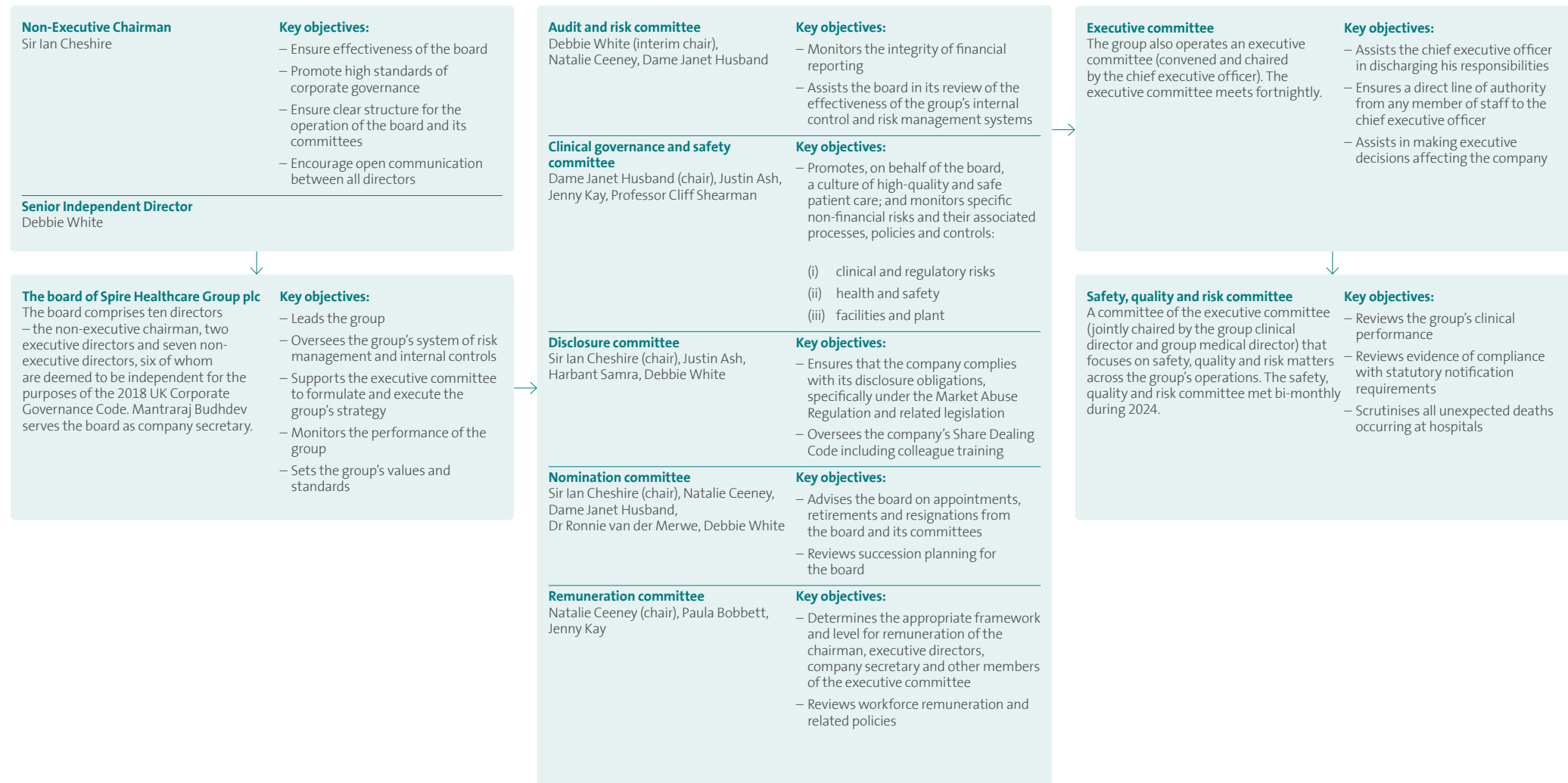
The board is committed to communicating with shareholders and stakeholders in a clear and open manner, and seeks to ensure effective engagement through the group's regular communications, the annual general meeting and other investor relations activities.

The group undertakes an ongoing programme of meetings with investors, which during 2024 was led by the chief executive officer, chief financial officer and the director of investor relations. The non-executive chairman, senior independent director and committee chairs remain available for discussion with shareholders on matters under their areas of responsibility, either through contacting the company secretary or directly at the annual general meeting.

The company reports its financial results to shareholders twice a year, with the publication of its annual and half yearly financial reports.

Corporate governance report continued

Governance framework in 2024



Corporate governance report continued

In conjunction with these announcements, presentations or teleconference calls are held with institutional investors and analysts, and copies of any presentation materials issued are made available through the company's website at www.investors.spirehealthcare.com.

All directors are expected to attend the company's annual general meeting, providing shareholders with the opportunity to question them about issues relating to the group, either during the meeting or informally afterwards.

Modern slavery

Spire Healthcare Group is committed to acting ethically and with integrity in all our relationships, in line with our value of 'Doing the right thing'. Our approach to tackling the risk of modern slavery continues to evolve under the oversight of our sustainability committee, which reports to our executive committee to ensure that our directors have full oversight on all relevant matters.

Our two main areas of focus are: a) to safeguard patients, colleagues and others who come through our facilities; and b) in our supply chain. In our business operations, we believe practitioners and colleagues are well-placed to identify and deal with modern slavery concerns through the safeguarding training and protections we have in place. The safeguarding system trains those practitioners and other colleagues (clinical and non-clinical) to recognise and report signs of abuse.

We believe the rigour of this system mitigates the risk of modern slavery from either going undetected or being dealt with inadequately. This risk is further controlled by the support, training and infrastructure in place for all colleagues to be able to raise concerns through our network of Freedom to Speak Up Guardians, or other available channels. In 2024, we:

- Maintained our modern slavery due diligence process for new suppliers with an annual spend in excess of £1 million. There were no issues identified through this process
- Continued to apply our procurement policy, which ensures that our hospitals and clinics are equipped with guidance and a risk assessment tool for evaluating modern slavery risks in local contracts
- Continued supplier and product rationalisation initiatives, focusing our attention on increasing the proportion of spend with long-standing reputable suppliers, with whom satisfactory due diligence has been carried out
- Reviewed the merits of procuring a third-party supplier risk management solution and determined, at this stage, not to progress further as we considered our internal processes to be adequate

Spire Healthcare's latest Modern Slavery Act statement
investors.spirehealthcare.com/investors/modern-slaveryact-statement

Vita Health Group's Modern Slavery Act statement
vitahealthgroup.co.uk/slavery-and-human-traffickingstatement

Annual general meeting

Shareholders are encouraged to participate at the company's annual general meeting, ensuring that there is a high level of accountability and identification with the group's strategy and goals. A summary of the proxy voting at the 2024 annual general meeting was made available via the London Stock Exchange and on the company's website as soon as reasonably practicable on the same day as the meeting and is shown below:

		Total votes for %	Total votes against %	Number of votes withheld
1	2023 Annual report and accounts	100.00%	0.00%	739,267
2	2023 Directors' remuneration report	98.67%	1.33%	8,287
3	2023 Directors' Remuneration Policy	98.64%	1.36%	5,787
4	Final dividend	100.00%	0.00%	3,520
5 to 15	Election or re-election of directors	Between 100.00% and 95.71%	Between 0.00% and 4.29%	Maximum 3,109,101
16	Reappointment of auditors	99.67%	0.33%	2,538
17	Auditors' remuneration	99.91%	0.09%	3,907
18	Political expenditure	98.19%	1.81%	2,013
19	Authority to allot shares	97.63%	2.37%	3,789
20	Rules of the LTIP	99.30%	0.70%	293,200
21	Rules of the DSBP	99.98%	0.02%	295,199
22	Disapplication of statutory pre-emption rights*	99.19%	0.81%	7,087
23	Disapplication of statutory pre-emption rights for an acquisition*	96.88%	3.12%	3,745
24	Authority to purchase own shares*	99.76%	0.24%	20,593
25	General meetings to be held on 14 clear days' notice*	99.12%	0.88%	5,343

* Special resolution.

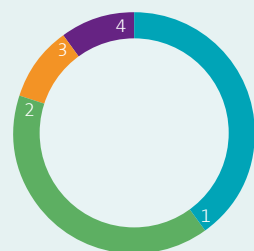
The corporate governance report has been approved by the board and signed on its behalf by:

Mantraraj Budhdev
Company Secretary

5 March 2025

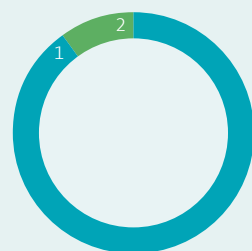
Board of directors

Tenure



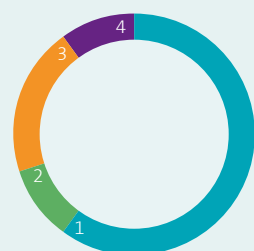
- 1. 0-3 years 40%
- 2. 4-6 years 40%
- 3. 6-9 years 10%
- 4. 9+ years 10%

Ethnicity



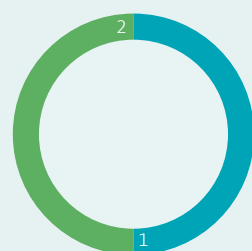
- 1. White 90%
- 2. Asian Indian 10%

Position



- 1. Independent NED 60%
- 2. Non-independent NED 10%
- 3. Executive 20%
- 4. Chairman 10%

Gender



- 1. Male 50%
- 2. Female 50%

Board meeting attendance during 2024

Chairman and executive directors	Board meetings
Non-Executive Chairman	
Sir Ian Cheshire	7/7
Senior Independent Director	
Debbie White	7/7
Executive directors	
Justin Ash	7/7
Harbant Samra	5/5

Non-executive directors	Board meetings
Paula Bobbett	7/7
Natalie Ceeney	7/7
Dame Janet Husband	7/7
Jenny Kay	7/7
Professor Cliff Shearman	7/7
Dr Ronnie van der Merwe	6/7

Board skills, experience and background

Healthcare
Accounting and finance
Sustainability and ESG
UK plc experience
Multi-site operating
M&A
Remuneration
Digital and technology

The Financial Conduct Authority (FCA) has introduced a requirement for listed companies to report on new board diversity targets and provide data on the gender and ethnic diversity of the board and in its executive management. Following the FCA's definition, executive management for these purposes, means the members of our executive committee. However, we have included board members who are also in executive management only in the board members column, and not in the executive management column, in the below tables. We are committed to improving diversity across all protected characteristics and will continue to make progress in line with the new requirements from the FCA.

	Number of board members*	Percentage of the board	Number of senior positions on the board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
FCA gender diversity reporting as at 31 December 2024					
Men	5	50%	3	4	57%
Women	5	50%	1	3	43%
Not specified/ prefer not to say	—	—	—	—	—

FCA ethnic diversity reporting as at 31 December 2024

White British or other White (including minority-white groups)	9	90%	3	6	86%
Mixed/Multiple ethnic groups	—	—	—	—	—
Asian/Asian British	1	10%	1	1	14%
Black/African/Caribbean/Black British	—	—	—	—	—
Other ethnic group, including Arab	—	—	—	—	—
Not specified/ prefer not to say	—	—	—	—	—

* The number of board members includes those who are members of both the board and the executive management.

 Further details on levels of gender and ethnic diversity across all of Spire Healthcare can be found in Sustainability from page 46.

Board of directors continued

Key to board and executive committees

- A** Audit and risk committee
C Clinical governance and safety committee
D Disclosure committee
N Nomination committee
R Remuneration committee
E Executive committee
S Safety, quality and risk committee

Committee chair



Sir Ian Cheshire
Non-Executive Chairman

Sir Ian Cheshire joined Spire Healthcare as chairman-designate in March 2021 and became non-executive chairman at the conclusion of its annual general meeting in May 2021.

Current external appointments

- Chairman of Land Securities Group plc
- Chairman of Channel 4
- Senior adviser to Ardea Partners
- Trustee of the Institute for Government
- Chair of We Mean Business Coalition

Skills and previous experience

Sir Ian brings to Spire Healthcare considerable FTSE experience, deep understanding of the government-business interface and broad ESG credentials, which are important to the company's strategy and long-term sustainable success.

Sir Ian was chairman of Barclays Bank UK PLC until December 2020 and a non-executive director of Barclays PLC, BT Group plc and Menhaden Resource Efficiency plc until May 2021, July 2023 and September 2024 respectively. He was also previously senior independent director and remuneration committee chair of Whitbread plc until September 2017. Sir Ian held a variety of posts whilst at Kingfisher plc including chief executive of B&Q from 2005 to 2008 and group chief executive from 2008 to 2014. He is involved with many charitable organisations, such as The Prince of Wales's Charitable Fund, which he also chairs, and has also worked with various government departments.



Justin Ash
Chief Executive Officer

Justin Ash was appointed chief executive officer and an executive director in October 2017.

Current external appointments

- Member of the strategic council of Independent Healthcare Providers Network
- Chair of the trustees of Global Health Partnerships

Skills and previous experience

Justin was previously chief executive of Oasis Dental Care between 2008 and 2017 before leading its sale to Bupa. Prior to this, he was managing director of Lloyds Pharmacy and has held several other senior retail positions including general manager of KFC in the UK/Ireland, and commercial director of Allied Domecq Spirits and Wines (Europe). Justin was previously a senior consultant with Bain and Company in London and Paris, and a non-executive board member and chair of the audit and risk committee of Al Nadi Medical Company. He was chair of the Independent Healthcare Providers Network until December 2020 and is a trustee of Fraxinus Trust and chair of the Freemasons Fund for Surgical Research.



Harbant Samra
Chief Financial Officer

Harbant Samra was appointed chief financial officer and an executive director in May 2024.

Skills and previous experience

Harbant joined Spire Healthcare in October 2018 as group financial controller after a successful 20-year career in financial services. He was appointed interim chief financial officer in January 2022 while Spire's former chief financial officer was away from the business recovering from an accident, and then deputy chief financial officer in October 2022. Harbant chairs the company's sustainability committee and leads on ESG matters for the board.

Harbant started his career at Deloitte in 1996 as part of its graduate scheme and qualified as a chartered accountant (ICAEW) in 1999. He was promoted to director in Deloitte's Financial Services department in 2006 before leaving to join Lloyds Banking Group in 2011 as head of group financial reporting. While at Lloyds Banking Group, Harbant was promoted to finance director, group financial reporting in 2013 and during this time led on large scale transformation programmes and on its response to UK regulatory structural reform matters.



Debbie White
Senior Independent Director

Debbie White was appointed an independent non-executive director in February 2023 and became senior independent director in May 2023. Debbie chaired the audit and risk committee on an interim basis between September 2024 and March 2025.

Current external appointments

- Non-executive director and chair designate of The Co-operative Group
- Director of PAVmed Inc (listed on the NASDAQ)
- Director of Lucid Diagnostics Inc (listed on the NASDAQ)
- Trustee and honorary treasurer for the charity Wellbeing of Women

Skills and previous experience

Debbie is an experienced CEO and independent director. Her last full-time executive role was as chief executive officer of Interserve Group which was preceded by a number of senior executive roles at Sodexo SA including global chief executive officer of Sodexo Healthcare and Sodexo Government, chief financial officer of the North American and UK&I businesses and chief executive officer of Sodexo UK&I. She was interim group HR director for BT Group plc during 2022, supporting the executive on the transformation of the group. Debbie was a non-executive director of Howden Joinery Group plc until December 2023.

Debbie started her career with Arthur Andersen and is a chartered accountant and chartered tax practitioner. She joined AstraZeneca where she held a variety of financial roles, before joining Sodexo. Debbie was a director of PWC consulting where she advised principally in the pharmaceutical sector.



Professor Dame Janet Husband
Vice Chair

Dame Janet Husband was appointed an independent non-executive director in June 2014 and was appointed vice chair on 1 March 2023. Dame Janet will step down from the board at the conclusion of the annual general meeting in May 2025.

Current external appointments

- Emeritus Professor of Radiology at the Institute of Cancer Research

Skills and previous experience

Having trained in medicine at Guy's Hospital Medical School, Dame Janet's extensive career in healthcare allows her to bring invaluable insight and knowledge of the industry.

Dame Janet has previously served as a non-executive director and special adviser to the Royal Marsden NHS Foundation Trust, as a specially appointed commissioner to the Royal Hospital Chelsea and as chair of the National Cancer Research Institute. She was elected president of the Royal College of Radiologists in 2004 and also served as vice chair of the Academy of Medical Royal Colleges.

These appointments followed a long career as professor of radiology at the Institute of Cancer Research and Royal Marsden Hospital during which Dame Janet gained global recognition for her pioneering research in cancer imaging. Prior to retirement from clinical practice she was appointed medical director of the Royal Marsden NHS Foundation Trust where she worked closely with senior management to develop a programme of robust clinical governance and continuous improvement in the quality of patient services.

Board of directors continued

Key to board and executive committees

- A** Audit and risk committee
- C** Clinical governance and safety committee
- D** Disclosure committee
- N** Nomination committee
- R** Remuneration committee
- E** Executive committee
- S** Safety, quality and risk committee

Committee chair



Paula Bobbett
Independent Non-Executive Director
Paula Bobbett was appointed an independent non-executive director in November 2022

Current external appointments
– Chief digital officer of Boots UK

Skills and previous experience
Paula specialises in business strategy and critical analysis, particularly in digital. She is highly experienced in online trading, commercial strategy and analytics, as well as in delivering digital transformation across commercial operations. Paula joined Boots in December 2020 and has driven the end-to-end development of boots.com leading to growth in online performance and positioning boots.com as the UK's number one health and beauty website.

Prior to joining Boots UK, Paula was head of online performance at Dixons Carphone. She has held senior analytics and customer insight roles at a variety of companies, including strategy and analytics manager at Avon, commercial insight manager at Debenhams, as well as roles at British Airways and Vanguard Strategy.



Natalie Ceeney CBE
Independent Non-Executive Director
Natalie Ceeney was appointed an independent non-executive director in May 2023

Current external appointments
– Chair of Cash Access UK Limited
– Non-executive director of Openreach Limited
– Non-executive director of Liverpool Financial Services Ltd (LV=)

Skills and previous experience
Natalie spent more than 20 years leading organisational and digital transformation, firstly as a McKinsey & Company consultant and then as an executive. She has worked across a range of sectors, both public and private, and has experience as a regulator as well as a CEO. Natalie has a focus on and deep interest in meeting the needs of customers, inclusion, and the transformational nature of technology.

Natalie's executive career included chief executive roles at HM Courts & Tribunals Service, the Financial Ombudsman Service, the National Archives and as a member of HSBC's UK executive team. She was a non-executive director of Ford Credit Europe and Anglian Water Services Limited until October 2023 and June 2024 respectively. Natalie is a graduate of the University of Cambridge.



Jenny Kay
Independent Non-Executive Director
Jenny Kay was appointed an independent non-executive director in June 2019. She has been designated Spire Healthcare's non-executive director lead for safeguarding and the board's Freedom to Speak Up Guardian

Skills and previous experience
Jenny has extensive experience as a front-line registered nurse and subsequent experience in senior management and board roles across the NHS including as director of nursing at Dartford and Gravesham NHS Trust in Kent. She was a senior independent director at East London NHS Foundation Trust until the end of December 2020. Jenny also worked at the Department of Health in the chief nursing officer's team, leading on communications. Additionally, Jenny has experience as director of quality in a clinical commissioning group.

Jenny's clinical background is in children's nursing – she was a ward sister at King's College Hospital for many years, specialising in care for children with liver disease and children requiring intensive care. Jenny trained at St Thomas' (RGN) and Guy's Hospitals (RSCN).

Before commencing her nursing career, Jenny studied languages at Durham University and she also has an MBA from the Bristol Business School.



Professor Cliff Shearman
Independent Non-Executive Director
Professor Cliff Shearman was appointed an independent non-executive director in October 2020

Current external appointments
– Emeritus professor of vascular surgery, University of Southampton
– Deputy chair of University Hospitals Dorset NHS Foundation Trust

Skills and previous experience
Cliff was a consultant vascular surgeon for 26 years, initially in Birmingham and then in Southampton, and professor of vascular surgery at the University of Southampton. His research interests focus on factors that lead to diabetic vascular disease and how to improve clinical outcomes for people with diabetes.

Cliff was a clinical service director and associate medical director in the University Hospital Southampton. At a national level he was president of the Vascular Society of Great Britain and Ireland and was one of the team that separated vascular surgery from general surgery leading to a new speciality, centralisation of services and a new training programme for vascular surgeons. These changes have been associated with dramatic improvements in outcomes for patients. Cliff was a member of the council and a trustee of the Royal College of Surgeons of England, serving as vice president from 2018 until July 2021. He was awarded an OBE in 2021 for services to vascular surgery.



Dr Ronnie van der Merwe
Non-Executive Director
Dr Ronnie van der Merwe was appointed as a non-executive director in May 2018. The company does not consider Ronnie to be independent as he has been appointed to the board by the company's principal shareholder, Mediclinic Group Limited, under the terms of the relationship agreement with them

Current external appointments
– Group chief executive officer of Mediclinic Group Limited

Skills and previous experience
Ronnie has a strong track record of leadership and management within the healthcare industry, including strategy, organisational development, clinical performance, adoption of technology, and quality and data management.

As a specialist anaesthesiologist in private practice, Ronnie gained extensive experience in trauma and elective anaesthesia, intensive care management, and the management of acute and chronic pain. He subsequently expanded his expertise at medical insurance company Sanlam Health before joining Mediclinic in 1999. As chief clinical officer, he took responsibility for various aspects of the business, contributed greatly to the growth and strategic positioning of the group, and served as chair of the board of trustees of the in-house medical aid scheme, Remedi. He also served on the board of the premier private emergency medical care provider in South Africa, ER24, and as executive director of Mediclinic International Limited from 2010 up to the combination of the businesses of Mediclinic (then Al Noor Hospitals Group plc) and Mediclinic International Limited. He was appointed as group chief executive officer in 2018.

Executive committee



Mantraraj Budhdev
Group General Counsel,
Company Secretary and
Corporate Concerns Director

Mantraraj Budhdev joined Spire Healthcare in September 2022 as group general counsel and was appointed company secretary in May 2024. He has 16 years' global experience from a range of industries in both private practice and in-house roles. A large proportion of his experience was gained at two global law firms – Linklaters and Hogan Lovells – where he worked on compliance, regulatory and risk matters, while advising leading blue-chip and listed corporate clients, and completed secondments at investment banks including Goldman Sachs. Most recently, Mantraraj was responsible for leading a wide range of transactional, governance and regulatory matters as the group head of compliance and head of legal for Europe and the Americas region with a global port and logistics provider.

Mantraraj is responsible for leading a legal team of corporate, commercial, healthcare and litigation lawyers, Spire Healthcare's data protection and company secretarial teams, and he is also the group corporate concerns director.



Dr Cathy Cale
Group Medical Director

Dr Cathy Cale joined Spire Healthcare in October 2020, following a successful 30-year career in the NHS, which spanned clinical, research and leadership roles.

Cathy trained in paediatric immunology and immunopathology. She has extensive experience as a medical director, with roles at three NHS trusts, including Great Ormond Street Hospital for Children NHS Foundation Trust.

In 2017, she became a clinical ambassador for Getting it Right First Time (GIRFT), a national programme designed to improve medical care by tackling variations in the way services are delivered across the NHS, and by sharing best practice between trusts. At this time, she was also deputy medical director for NHS Improvement London region, combining this with ongoing clinical work. Cathy most recently worked as medical director at The Hillingdon Hospitals NHS Foundation Trust.

Cathy co-chairs the safety, quality and risk committee with Professor Lisa Grant.



Derrick Farrell
CEO, Vita Health Group

Derrick Farrell joined Spire Healthcare following its acquisition of Vita Health Group in December 2023. In addition to leading Vita Health Group, Derrick also has responsibility for Spire Healthcare's primary and occupational health functions.

Derrick is an accountant by profession and has held senior positions in the corporate health sector for the last 20 years. He held various executive positions, managing senior teams and cross function groups, most recently as a board director of Nuffield Health's Wellbeing business.



Peter Corfield
Chief Commercial Officer

Peter Corfield joined Spire Healthcare in October 2015 as group commercial director and has responsibility for delivering revenue growth through our payor groups and identifying new business opportunities. He was appointed chief commercial officer in January 2018 with additional responsibility for business development across the hospital portfolio.

Prior to joining Spire Healthcare, he held a number of senior executive and board roles within the financial services industry in the UK, most recently as managing director of Ageas Retail Direct.

Prior to this, Peter worked for both Zurich Financial Services Group and Royal Bank of Scotland in various roles that covered Europe, the Middle East and Japan.



John Forrest
Chief Operating Officer

John Forrest joined Spire Healthcare in October 2018, after spending most of his career as a leading operator in the retail and hospitality industries.

John started his career at Marks & Spencer, before moving to the Body Shop and then the Co-operative Group. In 2007, John joined Whitbread as the head of new openings and led the roll out of Premier Inn, before being promoted to chief operating officer at Premier Inn in 2011. In 2015, John moved to Greene King as chief operating officer for their retail division to lead the operational integration of the recently acquired Spirit Pub Company. He became managing director for Greene King Pub Partners Business before leaving to join Spire Healthcare.



Professor Lisa Grant
Group Clinical Director
and Chief Nurse

Professor Lisa Grant joined Spire Healthcare in March 2023, following a successful 25-year career in the NHS holding a number of leadership and management roles. Lisa is an experienced nurse and has held three executive chief nurse posts over the last 13 years and also held the role of chief operating officer in large acute NHS trusts. Lisa established the Royal Liverpool Nursing Programme and developed the Excellence in Practice Programme at Leeds Teaching Hospitals NHS Trust that focuses on the development and recognition of the workforce teams. She held a variety of management and leadership roles in the north of England and was awarded a visiting chair in health professions leadership from the University of Leeds in 2022. As of November 2024, Lisa is also visiting professor within the Faculty of Health Sciences and Wellbeing at the University of Sunderland.

Lisa co-chairs the safety, quality and risk committee with Dr Cathy Cale.



Rachel King
Group People Director

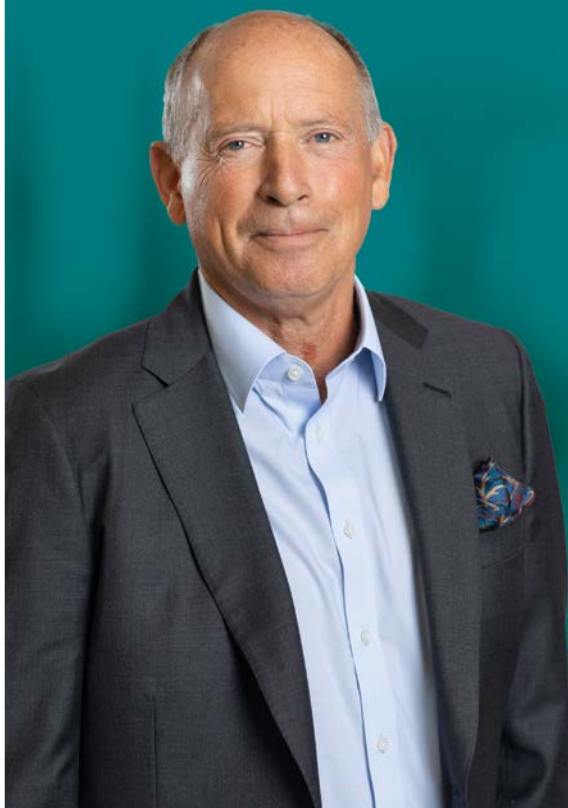
Rachel King joined Spire Healthcare in January 2023 as group people director, with responsibility for leading our people strategy across the group.

Prior to joining Spire Healthcare, Rachel was the group people director at Camelot, the regulated former operator of The National Lottery where she sat on the executive committee, leading the transformation of the people strategy and culture. Prior to her six years at Camelot, she held a number of senior executive roles in a wide range of organisations spanning the media, broadcasting, technology and retail sectors. In addition, Rachel was a member of the board of Network Homes, a London-based housing association, until October 2023.

Nomination committee report

“Our thorough recruitment process has identified two strong candidates to recommend to the board as new non-executive directors.”

Sir Ian Cheshire
Chair, Nomination Committee



At a glance

The majority of nomination committee members were independent non-executive directors at all times during the year in line with the provisions of the UK Corporate Governance Code 2018. The board appoints the chair of the committee, who must be either the chairman of the board or an independent non-executive director. If members are unable to attend a meeting they have the opportunity beforehand to discuss any agenda items with the chair of the committee.

The company secretary, or their appointed nominee, acts as secretary to the committee.

Committee meetings

4

Committee membership and attendance at meetings

The nomination committee members at the end of 2024 and the number of meetings they each attended during the year were as follows (the maximum number of meetings that the member was eligible to attend is also shown):

Member	Committee member since	Position in Company	Committee meetings attended/ held in 2024
Sir Ian Cheshire (Committee Chair)	May 2021	Non-executive chairman	4 (4)
Natalie Ceeney	May 2024	Independent non-executive director	4 (4)
Dame Janet Husband	July 2014	Vice chair	4 (4)
Dr Ronnie van der Merwe	May 2020	Non-executive director	4 (4)
Debbie White	May 2024	Senior independent director	4 (4)

Nomination committee members' biographies are shown on pages 98 to 99.

Martin Angle, a former member of the committee, sadly passed away in September 2024.

The Nomination Committee's terms of reference can be found at www.investors.spirehealthcare.com

Role and responsibilities

The nomination committee's foremost priorities are to ensure that the group has the best possible leadership and to plan for both executive and non-executive director succession. Its prime focus is therefore on the composition of the board, for which appointments will be made on merit against objective criteria. The nomination committee advises the board on these appointments, oversees the recruitment processes, and also considers retirements and resignations from the board and its other committees. The nomination committee regularly examines succession planning based on the board's balance of experience, overall diversity and the leadership skills required to deliver the company's strategy.

Process for board appointments

While making new appointments to the board on merit, the board will actively seek to secure candidates with a diverse background. Appointments will take account of the specific skills and experience, resilience, independence and knowledge needed to ensure a rounded board and the diverse benefits each candidate can bring to its overall composition. Care is taken to ensure that proposed appointees have sufficient time to devote to the role and any conflicts of interest are identified and subsequently authorised by the board.

The nomination committee uses the services of an executive search firm to identify appropriate candidates, ensuring that the search firm appointed does not have any other conflicts with the group. In addition, the nomination committee will only use those firms that have adopted the Voluntary Code of Conduct addressing gender diversity and best practice in search assignments. A long list of potential appointees is reviewed, followed by the shortlisting of candidates for interview based upon the objective criteria identified in the specification. Committee members interview the shortlisted candidates together with other directors as appropriate, and identify a preferred candidate. Following these meetings, and subject to satisfactory references, the nomination committee makes a formal recommendation to the board on the appointment.

Nomination committee report continued**Dear shareholder,**

I am pleased to present the nomination committee's report for the year ended 31 December 2024.

New appointments to the board

Following the unexpected and sad passing of Martin Angle, and planning in the event that Dame Janet Husband decided to step down from the board, the nomination committee commenced two separate recruitment exercises during the second half of 2024. Dame Janet confirmed her intention to step down from the board in March 2025 and she will not seek re-election at our annual general meeting in May. The aim of the recruitment processes was to identify two non-executive directors who could chair our audit and risk committee, and clinical governance and safety committee, and bring a new perspective to our boardroom. The process for each search, which culminated in a recommendation to the board to appoint two outstanding candidates in Jill Anderson and Sir David Sloman, is set out below.

In both appointments, the committee first agreed the appointment of an executive search firm to assist in the process. It determined, on these occasions, to engage The Inizio Partnership and Odgers Berndtson to assist with the search for the chair of the audit and risk committee and chair of the clinical governance and safety committee respectively. These appointments were based on their previous experience in delivering similar roles, and their knowledge and access to diverse candidates in the marketplace.

We met with the representatives of each appointed firm to discuss a detailed brief for the roles. The chair of the audit and risk committee required recent and relevant financial experience, ideally in a listed environment, and the chair of the clinical governance and safety committee needed a strong healthcare background, although it was determined that this did not need to be clinical experience. From this, each search firm proposed a short list of candidates who met with members of the committee and, where appropriate, executive management. Following this first stage assessment, a reduced list of candidates met with other members of the board. The candidates for the chair of the clinical governance and safety committee also met with our group clinical director and group medical director.

As chair of the nomination committee, I gathered and assessed the feedback from the assessment process, and recommended to the nomination committee a preferred candidate for each role. The nomination committee then reviewed the recommendation and agreed recommendations to the board.

Future succession planning and appointments to the board

All changes to the board and its committees are overseen by the nomination committee. Strong succession planning remains a key focus to help ensure that we continue to have an appropriate mix of skills, experience and backgrounds on the company's board and in its senior leadership team.

We recognise the requirements of the UK Corporate Governance Code 2018 (the 'Code') in our decision-making, while assessing the cultural and capabilities that will help the group deliver its strategic aims. We remain committed to making appointments on merit, based on objective criteria, but we set that against a clear strategy to promote diversity across the business.

We also consider the tenure of board members and potential future board retirements, and the impact of these on membership of the board and its committees.

The committee's remit includes an ongoing review of the structure, size and composition of the board and its committees to ensure we maintain the appropriate mix of knowledge, skills, experience, and diversity.

Independence and time commitments

Based on our assessment during 2024, the committee is satisfied that, throughout the year, all independent non-executive directors remained independent in character and judgement.

In recommending directors for election and re-election at the annual general meeting, the committee reviews the performance of each non-executive director and their ability to continue meeting the time commitments required, taking into consideration individual capabilities, skills and experiences and any potential conflicts of interest that have been disclosed. While some of our directors have other significant commitments outside of Spire Healthcare, these are considered to be appropriate and not to conflict with their responsibilities to the group.

Diversity and inclusion

Our board diversity policy and our wider equity, diversity and inclusion (EDI) strategy puts four commitments at the heart of our approach:

1. We recognise the value of diversity.
2. We understand how it will help us deliver our purpose.
3. We respect and appreciate each other for who we are.
4. We include diverse colleagues in our problem-solving to make better, faster decisions.

Diversity and inclusion is a major focus of activity across Spire Healthcare, and will continue to be in the years ahead. The board promotes diversity and inclusivity within the organisation, including supporting women to become leaders in the business and improving the diversity of the company's workforce. We believe that a diverse board includes and makes good use of differences in skills, experience, background, ethnicity, gender and other characteristics. Our aim was to achieve a minimum 33% female representation on the board by our AGM in May 2023 and 40% by 2025. We were delighted to have achieved our 2025 target, with a gender split on our board of 50% male and 50% female.

Spire Healthcare continues to employ a large majority of female colleagues and the company's gender pay gap compares favourably to other organisations. However, we recognise we can do more to achieve better gender representation at senior leadership levels. Details of the company's staff diversity and gender pay gap, in line with reporting requirements, can be found on page 48. The chart on page 97 also illustrates the diversity of the board in terms of gender.

I am pleased to confirm that the company complies with the Listing Rule changes brought about by the FCA's policy statement on diversity and inclusion on boards that at least 40% of the board should be women; at least one of the senior board positions (chair, chief executive officer, chief financial officer or senior independent director) should be a woman; and at least one member of the board should be from an ethnic minority background, excluding white ethnic groups.

Performance evaluation

In late 2024, the committee completed its annual performance evaluation, which was led by Debbie White (as the senior independent director) supported by the company secretary and an external specialist, BoardClic, who together created a comprehensive set of questionnaires based on best practice and regulatory guidelines for the board and each board committee. In reviewing the matters identified in BoardClic's report on the outcome of the review, the committee chair discussed and agreed to prepare an action plan for 2025 that took into consideration elements of the report on future board composition.

Re-election of directors

The committee met in early 2025 to review the continuation in office and potential reappointment of members of the board, as described earlier. Following this review, the committee recommended to the board that all directors standing be reappointed or have their appointments confirmed, and hence these directors will seek election or re-election at the annual general meeting in May.

Sir Ian Cheshire
Chair, Nomination Committee

5 March 2025

Clinical governance and safety committee report

Quality underpins everything we do. The delivery of patient safety and high-quality patient care is central to our operations and embedded in our purpose and culture.”

Professor Dame Janet Husband
Chair, Clinical Governance and Safety Committee



At a glance

The clinical governance and safety committee (CGSC) must have at least two members, both of whom must be independent non-executive directors. Other members of the CGSC may be independent non-executive directors, non-independent non-executive directors or executive directors. The board appoints the chair of the CGSC from any of its members. If members are unable to attend a meeting, they have the opportunity beforehand to discuss any agenda items with the chair of the committee.

The company secretary, or their appointed nominee, acts as secretary to the CGSC.

Committee meetings

4

Committee membership and attendance at meetings

The CGSC members at the end of 2024 and the number of meetings they each attended during the year were as follows (the maximum number of meetings they could have attended is also shown):

Member	Committee member since	Position in Company	Committee meetings attended/ held in 2024
Dame Janet Husband (Committee Chair)	July 2014	Vice chair	4 (4)
Justin Ash	October 2017	Chief executive officer	4 (4)
Jenny Kay	June 2019	Independent non-executive director	4 (4)
Professor Cliff Shearman	January 2021	Independent non-executive director	4 (4)

CGSC members’ biographies are shown on pages 98 to 99.

The CGSC’s terms of reference can be found at www.investors.spirehealthcare.com

Role and responsibilities

The CGSC sits above the group’s clinical governance systems and is charged by the board with ensuring effective systems and processes are in place to review clinical performance, including the management of complaints, safeguarding concerns, whistleblowing and freedom to speak up issues.

The responsibilities of the CGSC include:

- Promoting a culture of high-quality and safe patient care and experience
- Reviewing the group medical director’s report
- Reviewing the group clinical director’s clinical governance and safety reports
- Monitoring patient health and safety matters
- Reviewing governance matters that impact patient safety
- Reviewing the clinical matters on the whistleblowing register
- Promoting continuous clinical improvements
- Holding the executive committee accountable for following up actions

Clinical governance and safety committee report continued

Dear shareholder,

I am pleased to present the clinical governance and safety committee's report for the year ended 31 December 2024.

Our role is the robust assurance of governance of clinical quality at Spire Healthcare. Quality underpins everything we do and is a core pillar of our strategy, with the delivery of patient safety and high-quality patient care central to our operations and embedded in our purpose and culture.

Our Quality Improvement (QI) programme reflects our continuous improvement approach to safety and quality. We have linked it to the implementation of the Patient Safety Incident Response Framework (PSIRF) to encourage faster and more embedded learning across the group. Spire's agreed QI priorities for 2024 included reducing incidents, and improving recognition and care of, venous thromboembolism (VTE). All hospitals now have a VTE lead and have VTE quarterly committee meetings. The committee agrees that avoidable VTEs would be an important step forward in understanding issues and whether hospitals could have taken any additional action. Read more about our QI priorities and PSIRF on page 25 and page 26.

Our new clinical effectiveness and outcomes framework sits alongside a range of toolkits designed to support hospitals and I believe they will help us to drive clinical improvement and provide benchmarking.

Meetings and seminars in 2024

Our four regular meetings over the year cover oversight of Spire Healthcare's clinical governance, as well as medical professional standards, clinical risk and the clinical aspects of health and safety. We take a strategic and balanced approach to the material and data presented to us, and in our meeting discussions.

We were pleased to continue welcoming non-clinical board members to our meetings as observers. This gives important exposure to how the committee is managing clinical governance. We also welcomed a range of colleagues and external visitors to present data and feedback, which helps to widen the board's understanding of the core clinical and safety issues and challenges that we face.

Over 2024, PSIRF has been implemented across all Spire hospitals. The committee has heard at meetings how sites such as Spire Southampton and Bristol are embedding PSIRF and its positive effects on colleague learning, consultant engagement and engagement on incident reviews. I am impressed and encouraged by how Spire has embraced PSIRF across all three nations in which we operate and for every patient, beyond our obligations to NHS patients in England.

It has had wider impacts, with senior leadership teams and practising consultants more involved in governance at each hospital, as well as improved relationships between our central clinical team and the directors of clinical services at each hospital. I am extremely grateful to Dr Cathy Cale, Group Medical Director, for spearheading the PSIRF programme throughout our hospitals business, and for her wider support over 2024.

At our June meeting, we heard from Professor Lisa Grant, Group Clinical Director and Chief Nurse, who has spearheaded Spire's nursing and allied health professionals strategy. I am confident that this strategy will help to develop the clinical workforce, deliver outstanding patient care and excellence, and enhance professional pride. I would like to take this opportunity to thank Lisa for her outstanding work in driving excellence at Spire, as well as her important support and guidance this year.

Developing clinical excellence in all our services is central to Spire's ongoing success. In September, Phil Adkins, Director of Clinical Services, Vita Health Group, presented its quality and safety report to the committee for the first time and explained how Spire's mental health, musculoskeletal and occupational health services are helping to address the causes of sickness absence from work and mortality rates in the UK.

As part of our seminar series, the committee welcomed a visit from Professor Dame Carol Black in 2024, a leading physician and academic whose prestigious career roles have included presidency of the Royal College of Physicians and adviser to the government on the relationship between work and health, including leading its new occupational health taskforce. She spoke to the committee about health and productivity in the workplace, the data trends and common themes and actions to improve wellbeing of workers. This is relevant to the committee's oversight of Spire's expanding primary care services.

Committee engagement

Over the past year, the clinical NEDs of the committee visited 17 hospital sites, including Spire Southampton, Norwich, St Anthony's in Cheam, Clare Park in Farnham, and Wellesley in Southend. These visits are an extremely important part of our role and also serve to motivate and support local teams to continue providing excellent patient care. We also attended Spire's capital markets day, the MAC Chair bi-annual meeting and other relevant meetings across the business. We were particularly pleased to attend the Driving Clinical Excellence in Practice awards ceremony to recognise colleagues' achievements. Read more on this programme on pages 28 and 45.

Maintaining our high quality standards

In 2024, 98% of our inspected hospitals and clinics are rated 'Good' or 'Outstanding' or the equivalent by regulators in England, Scotland and Wales. We are still awaiting reinspection of Spire Alexandra in Kent, which has not been inspected since 2016/17. All inspected VHG locations are currently rated 100% 'good' by CQC. Our 2024 patient survey showed 97% of our patients rated their experience as 'very good' or 'good', while 95% of patients said they felt 'cared for' or 'looked after' in our hospitals.

Detailed key performance indicators report trends and flag any statistical alerts to ensure we focus on the most pertinent areas of clinical governance for our hospitals. These are scrutinised in-depth by the committee. Subjects include incidents of VTE, infection control, patient safety initiatives and mortality. Our newly established safety, quality and risk (SQR) operational group will allow a more strategic approach to SQR under revised terms of reference. The committee also welcomed the introduction of excellence in care safety dashboards, which allow us to oversee safety and quality, and improve how we benchmark hospitals.

We had no changes to our committee structure over the year, but we were shocked and saddened by the unexpected death of Martin Angle in 2024 and will miss his valuable contributions and perspectives as a non-clinical member of the committee. As a supporter of the clinical agenda, he played a vital role in bridging the gap between clinical and business issues.

I would like to recognise and thank all colleagues for what we have achieved and where we are today. After 11 years of chairing the CGSC, I will be stepping down in May. In my time here, I have seen huge change and am so grateful to have been part of Spire's evolving programme of continual quality improvement in pursuit of excellence. I wish Sir David Sloman all the very best in taking forward the vital role of clinical oversight at Spire Healthcare.

Professor Dame Janet Husband DBE FMedSci, FRCP, FRCR
Chair, Clinical Governance and Safety Committee

5 March 2005

Audit and risk committee report

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In 2024, the committee focused on the implementation of digital change programmes, monitoring the organisation’s readiness for the UK corporate governance reforms, and cyber security.”

Debbie White

Interim Chair, Audit and Risk Committee



Composition

The audit and risk committee must have at least three members, all of whom must be independent non-executive directors. If members are unable to attend a meeting, they have the opportunity beforehand to discuss any agenda items with the chair of the committee.

The audit and risk committee invites the external auditor, the chief executive officer, chief financial officer, general counsel and the director of audit, risk, and compliance to attend each meeting, with other members of the management team attending as and when invited. The group’s external auditors have regular private sessions with the audit and risk committee and with the chair prior to each meeting.

The company secretary, or their appointed nominee, acts as secretary to the committee.

Role and responsibilities

The audit and risk committee has responsibility for overseeing the financial reporting and internal financial controls of the group, for reviewing the group’s internal control and risk management systems, and for maintaining an appropriate relationship with the external auditor of the group, and for reporting its findings and recommendations to the board.

These include:

- Receiving and reviewing the annual report and accounts of the group and half yearly financial statements, and any public financial announcements as required, and advising the board on whether the annual report and accounts is fair, balanced and understandable
- Receiving and reviewing reports from the external auditor, monitoring its effectiveness and independence, and approving its appointment and terms of engagement
- Agreeing the annual internal audit programme, including the use of external consultants to support the internal resource
- Monitoring the effectiveness of the risk management system
- Reviewing the effectiveness of the group’s system of internal controls and assessing and advising the board on the internal financial, operational and compliance controls
- Overseeing the group’s procedures for detecting fraud and whistleblowing

Committee meetings

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Committee membership and attendance at meetings

The Audit and Risk Committee members at the end of 2024 and the number of meetings they each attended during the year were as follows (the maximum number of meetings that the member was eligible to attend is also shown):

Member	Committee member since	Position in Company	Committee meetings attended/held in 2024
Debbie White	May 2023	Senior independent director	5 (5)
Natalie Ceeney	May 2023	Independent non-executive director	5 (5)
Dame Janet Husband	July 2014	Vice chair	5 (5)

Martin Angle, former chair of the committee passed away in September 2024. Debbie White stepped in as the interim chair.

Audit and risk committee members’ biographies are shown on pages 98 and 99.

The audit and risk committee’s terms of reference can be found at www.investors.spirehealthcare.com.

Audit and risk committee report continued

Dear shareholder,

As interim chair of the audit and risk committee (the 'committee'), I am pleased to present our report for the year ended 31 December 2024.

It was with deep sadness that we learned of the passing of our dear friend and colleague, Martin Angle, in September 2024. Martin became the chair of this committee in May 2023 and was a highly respected, valued and trusted member of this committee and our board. He was a personal friend to all of us on the committee and many others at Spire Healthcare. We have sorely missed his advice, insights and leadership.

Following a considered search process, Jill Anderson will join Spire as a non executive director in March and take over as chair of the committee after the AGM in May 2025. Jill, has a strong financial background, principally as a divisional chief financial officer at GSK plc. More information on the recruitment process can be found in the nomination committee report on page 102.

Risk management and internal controls

Risk management continues to be an area of focus and scrutiny for the committee at each meeting, with papers presented and discussed in detail to understand key issues raised and identify emerging and significant risks to the business and the plans to mitigate them.

Internal audit function

The committee receives an update report from the director of audit, risk and compliance on internal audit activity four times a year, with two of the committee meetings reserved for deep dives into specific risk or internal control matters. In each update, the committee receives the executive summary of recently published internal audit reports, and the chair receives the full internal audit report. The committee also receives a status update of any remedial actions agreed with management. If there are significant findings, the committee asks the appropriate senior management to attend to discuss the findings.

The director of audit, risk and compliance, under international internal audit standards, has to declare to the committee any potential compromises on his independence. This may include other 'control' functions for which he has line management responsibility. The committee has to approve any activity that falls outside of internal audit. As in prior years, in 2024, the director of audit, risk and compliance had the risk management function reporting into him, with the approval by the committee. On an annual basis the committee reviews the internal audit charter that is based on the Institute of Internal Audit's template charter. The committee also reviewed the compliance by the director of internal audit, risk and compliance with the internal audit code of conduct.

The committee requires KPMG, as the co-source provider of internal audit services, to maintain independence. In 2023, in the best interests of the company, and after full consideration by the committee of any impact on the independence of internal audit services, the committee approved that KPMG provided some additional services to the group, relating to support with the design of its digital strategy. In 2024, the committee agreed, after further careful consideration of the best interests of the company, to an extension of those services.

KPMG stepped down as our internal audit service provider after completing the 2024 internal audit plan (which did not directly conflict with any of the services it provided). The committee ran a tender for internal audit services and RSM was successful in winning the tender and will provide internal audit services from 2025 under a three-year contract.

The 2025 internal audit plan was approved at the November 2024 committee meeting. The plan is prepared on a risk-focused basis with input from the senior leadership team and non-executive directors. For 2025, the plan will focus on some of our larger hospitals, core areas of financial control, clinical governance and cyber security.

Risk management function

The risk management and internal control report details the changes to the risk environment the group has faced in 2024 (see pages 65 to 76).

To provide visibility of risks from 'ward-to-board', the risk management team provides quarterly reports to:

- The executive committee and the audit and risk committee on principal risks
- The safety, quality and risk committee, and clinical governance and safety committee on clinical quality risks

On a monthly basis, the operations committee reviews hospital level risks.

The committee reviews the risk appetite in relation to the principal risks providing challenge where appropriate on the level of risk the executive wishes to tolerate.

Audit and risk committee report continued

Emerging risks

During 2024, the committee maintained its focus on the risks, and potential mitigations, that may emerge from the rapidly changing geopolitical and economic environment. The principal risks and emerging risks are discussed in more detail in the risk management and internal control report on pages 65 to 76.

New financial and internal control reporting requirements

The Financial Reporting Council (FRC) published the revised Corporate Governance Code (2024 Code) in January 2024. The committee monitored developments in the regulatory environment and received reports from management on their readiness to comply with new requirements from 1 January 2026.

The committee received a briefing on the two sustainability financial reporting standards issued by the International Sustainability Standards Board (ISSB) in 2023. We await the announcement from the UK government regarding adoption of the standards in the UK.

Task Force on Climate-related Financial Disclosures (TCFD)

In February 2025, the committee reviewed the TCFD disclosures on pages 77 to 82 and reviewed the process for the preparation of the disclosures in compliance with Listing Rule (UKLR 9.8.6(8)).

Viability

The committee reviewed the process undertaken by management to support and allow the directors to make the group's viability statement. The committee considered and provided input into the determination which of the group's principal risks and combinations thereof might have an impact on the group's liquidity and solvency. The committee reviewed the results of management's scenario modelling and the stress testing of these models. The group's viability statement can be found on page 83.

External audit

Annual auditor appointment

The committee has primary responsibility for the relationship with, and performance of, our external auditor. This includes making the recommendation on the appointment, reappointment and removal of the external auditor, assessing their independence on an ongoing basis, and for negotiating the audit fee in conjunction with the chief financial officer.

The shareholders re-appointed Ernst & Young LLP as the company's external auditor during 2024. Ernst & Young LLP has served the business since 2008. Whilst recognising that the 10-year period of its appointment technically began with the company's admission on the London Stock Exchange in 2014, the committee agreed that a full audit tender should be linked to the end of the previous lead audit partner's term of office in 2020, which is when the last full audit tender occurred. Our current audit partner from Ernst & Young LLP is Stephney Dallmann who took on the role in 2020.

The committee ensures that the external auditor adheres to The Auditing Practices Board's Ethical Standard 3, which requires the rotation of the audit partner for listed companies every five years. As a result the committee noted that this is the fifth and last fiscal year for Stephney Dallmann to serve as the audit partner. Kate Allen will take over as audit partner for the 2025 financial year, and will shadow Stephney for the year end 2024.

External auditor independence and effectiveness

The committee reviewed the independence and effectiveness of the external auditor. We did this by:

- Reviewing its proposed plan for the 2024 audit
- Discussing the results of its audit, including its views about material accounting issues and key judgements and estimates, and its audit report
- Reviewing the quality of the people and service provided by Ernst & Young LLP
- Evaluating all of the relationships between the external auditor and the group, to determine whether these impair, or appear to impair, the auditor's independence

Significant issues and material judgements

The audit and risk committee assesses whether suitable accounting policies have been adopted and whether management has made appropriate estimates and judgements.

The committee reviewed the nature of all items classified as 'adjusting items' in the year and management's justification thereof against relevant accounting guidance. Where costs spanned a reporting period, the committee considered the significance of the total expected costs to be incurred across reporting periods (based on management's estimates), when determining the appropriateness of the accounting treatment.

Other activities in 2024

Prior to the release of the company's 2024 interim results, the committee completed a thorough review of:

- Viability and going concern
- Assessment of goodwill for impairment
- Assessment of property carrying values for impairment
- Assessment of provisions for future liabilities

The committee also reviewed the company's banking covenant compliance.

In addition to providing oversight of the group's financial reporting, internal controls and risk framework, the committee has had reports on information governance from management and external advisors, preparations and planning undertaken in response to the UK Corporate Governance Code update on risk management and internal controls, and counter-fraud initiatives.

Audit and risk committee report continued

The table below summarises the matters where the most material judgements have been made in relation to reporting in 2024:

Matters	Judgement and estimation required	How the committee gained comfort on the matter
Improper revenue recognition	<p>Pressure to achieve results could lead management to manipulate the financial reporting of revenue. This could include the:</p> <ul style="list-style-type: none"> – Manipulation of prices charged – Miscoding of procedures by hospitals impacting revenue recorded – Misreporting of other income in the year – Overstatement of accrued revenue at the year end 	<p>The committee has reviewed detailed reports on the underlying controls that operate over the accuracy of the NHS billings process and the assurance reviews undertaken over that process. Additionally, the committee has received reports from KPMG in the conduct of their internal audit plan which has covered billing controls at hospitals.</p> <p>Central management carry out a detailed review of monthly hospital performance compared to forecast, focusing on the cut-off of revenue reported at the balance sheet date. The group maintains effective segregation of duties to safeguard the integrity of pricing Master file data on which billing is dependent. Management routinely reconciles revenues and cash collections as part of monthly cash flow management procedures. This includes accrued revenue, which is substantiated with reference to subsequent billings and cash collection.</p>
Goodwill carrying value	<p>Goodwill for cash generating units as assessed by management is tested for impairment annually or when there is an indicator of impairment. The assessment the cash generating units is assessed in line with the relevant accounting principles. The impairment assessment is achieved by comparing the value-in-use of the cash generating unit with its carrying value in the accounts. The value-in-use calculations require the group to estimate future cash flows, considering market conditions, and the present value of these cash flows is determined using an appropriate discount rate. The current value of goodwill is underpinned by these forecasts.</p>	<p>The committee has reviewed in detail the analysis produced by management to assess the carrying value of goodwill as well as the assessment of cash generating units. Its review included assessing for reasonableness the key underlying assumptions used by management in their analysis. These included the discount factor rate, future anticipated growth rates and forecasted levels of capital maintenance investment (excluding expenditure on new or enhancement of assets). The committee noted the discount factor used by management has been reviewed as part of the external audit and falls within the appropriate range given Spire's size and cost of capital.</p> <p>The committee has reviewed management's latest assessments in August 2024 and in February 2025. This regular recurring review process has allowed for earlier visibility of the key assumptions and any potential issues.</p>
Property carrying values	<p>Freehold and leasehold property is held at depreciated cost and its carrying value is required to be assessed for indicators of impairment by management on an annual basis.</p> <p>For those properties with an indicator, an impairment test is performed by calculating a value-in-use, by means of a discounted cash flow model. As this process involves some degree of estimation there is a risk that properties are held in the financial statements at inappropriate carrying values.</p>	<p>The committee reviewed the analysis prepared by management to assess the carrying value of those properties with an indicator of potential impairment, including the appropriateness of the key underlying assumptions. These included future anticipated growth rates, the discount factor rate, and levels of ongoing capital maintenance investment (excluding expenditure on new or enhancement of assets).</p> <p>This work was conducted in two phases. An initial review was performed in August 2024 This initial review was performed to provide early visibility of any potential issues and to allow for a preliminary assessment of the reasonableness of the key judgements applied by management. These judgements included:</p> <ul style="list-style-type: none"> – The terminal growth rate – The discount factor rate – Appropriateness of the determination of a Cash Generating Unit – Forecasts in ongoing capital maintenance – Growth rates applied at an individual hospital level over the next five years <p>Management's review was updated at the year-end using the latest available forecasts. A shortlist of hospitals was identified from this activity and reviewed in detail by the committee to ensure that management's conclusions were appropriate. This included, where appropriate, establishing the level of confidence management has in its ability to deliver the plan underlying the forecast. The committee noted that the work carried out by the external auditors, Ernst & Young LLP, supported its own findings in this area.</p>

Audit and risk committee report continued

Matters	Judgement and estimation required	How the committee gained comfort on the matter
Provision for Paterson claim settlements	Following the publication of the public inquiry report on Ian Paterson on 4 February 2020, the group continues to assess the potential impact of the remedial actions recommended in the report. Since 2020, the group recognised a charge of £28.7 million to ensure the recommended actions are fully adhered to. It is possible that, as further information becomes available, an adjustment to the provision held for claim settlements may be required.	<p>Per IAS37 (provisions, contingent liabilities and contingent assets), any provision associated with this matter must represent management's best estimate of the expenditure required to settle that obligation. It is accepted that management's estimate will involve a degree of judgement as it is based upon the information available at the balance sheet date, and that additional or different information may emerge in the future.</p> <p>The committee reviewed management's estimate and underlying data and assumptions in detail at the time of preparing the 2024 half year results. This exercise included review of key inputs, claim rates and a sensitivity analysis. The on-going appropriateness of the key assumptions was reviewed by the committee as part of the year end process, this was done with reference to actual claims experience since the half year. This review confirmed that management's key judgments and basis for calculating the provision was reasonable and aligned with accounting standards.</p>
Adjustments to EBITDA (Adjusting Items)	It is the group's policy to disclose EBITDA after adjusting for certain items, due to their nature, amount or incidence, in order to provide a meaningful comparison of the group's underlying performance. Group underlying performance is considered the comparable year-on-year business, and therefore excludes items of a one-off or irregular nature. Pressure to achieve targets could lead management to manipulate the outcome by overstating the level of adjusting Items.	<p>The committee:</p> <ul style="list-style-type: none"> – Reviewed in detail each item which was proposed by management to be classified as an adjusting Item – Assessed whether the proposed approach was consistent with prior periods

Audit and risk committee report continued

UK Competition and Markets Authority (CMA) Order

During the year, the company complied with the CMA Order in relation to Statutory Audit Services for Large Companies.

Audit risk

The committee received from Ernst & Young LLP a detailed plan identifying the scope of their audit for the year, planning materiality and their assessment of key risks. The audit risk identification process is considered a key factor in the overall effectiveness of the external audit process. Ahead of the full-year audit, the committee reviewed the key risks that Ernst & Young LLP identified to ensure their areas of audit focus remain appropriate.

Working relationship with the external auditor

During the year, the committee met with the external auditor without management present to provide additional opportunity for open dialogue and feedback between both parties. Matters typically discussed include the external auditor's assessment of business risks, the transparency and openness of interactions with management, confirmation that there has been no restriction in scope placed on the auditor by management, the independence of their audit and how they have exercised professional scepticism. I also meet with the external lead audit partner ahead of each committee meeting. Additionally, the director of audit, risk and compliance liaises with, and meets, the external auditors on a regular basis, and the external auditors receive a copy of each internal audit report.

Non-audit services and independence

Ernst & Young LLP provided non-audit services to the group during the year ended 31 December 2024. These services related only to the interim review. Total non-audit service fees amounted to £0.1 million (2023: £0.1 million), less than 50% of the audit fees. All non-audit fees are approved by the committee.

Ernst & Young LLP confirmed to the committee its independence, taking into account any threats to independence including fees from non-audit services.

Clinical governance and safety committee (CGSC)

To ensure that the committee and the CGSC complement each other's work, Dame Janet Husband and I have followed these important protocols:

- At each meeting this committee receives a report from Dame Janet Husband focused on risk and material control matters discussed at the CGSC
- We split the focus of risk management with the CGSC focusing on the clinical risk management at corporate and hospital level and this committee on the principal risks, and non-clinical operational risks, of the group

Data strategy, governance and security committee (DSGS)

In 2023, the executive committee set up the new DSGS committee to improve the governance and oversight of data management in a rapidly evolving environment of new technologies and cyber-security risks. The chair of the DSGS committee, the general counsel, has a reporting line into this committee and provides a report at each meeting.

Our priorities for 2025

The committee's focus in 2025 will remain largely consistent with 2024 ie:

- Implementation of digital change programmes
- Monitoring the organisation's readiness for the UK Corporate Governance Reforms
- Cyber security
- Implementation of sustainability financial reporting standards (assuming the UK government announces a firm timetable for their adoption during 2025)
- Induction of the new chair of the committee

Annual evaluation of the committee's performance

The latest evaluation of the committee's performance was carried out in late 2024 and this confirmed that it continued to perform effectively.

Debbie White

Interim Chair, Audit and Risk Committee

5 March 2025

Remuneration committee report

“Spire Healthcare’s patient-centric and people-focused culture is what attracts and retains our colleagues.”

Natalie Ceeney
Chair, Remuneration Committee



At a glance

The remuneration committee must have at least three members, all of whom must be independent non-executive directors, and the board appoints the remuneration committee’s chair. If a member is unable to attend a meeting, they have the opportunity beforehand to discuss any agenda items with the chair of the committee.

The company secretary, or their appointed nominee, acts as secretary to the remuneration committee.

Committee meetings

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Committee membership and attendance at meetings

The remuneration committee members at the end of 2024 and the number of meetings they each attended during the year were as follows (the maximum number of meetings that the member was eligible to attend is also shown):

Member	Committee member since	Position in Company	Committee meetings attended/held in 2024
Natalie Ceeney (Committee chair)	May 2023	Independent non-executive director	8/8
Paula Bobbett	February 2024	Independent non-executive director	5/6
Jenny Kay	June 2020	Independent non-executive director	7/8

Remuneration committee members’ biographies are shown on pages 98 and 99.

Martin Angle served as a member of the remuneration committee until September 2024.

Where a director was unable to attend a meeting they reviewed all papers and were able to input feedback through the chair.

The remuneration committee’s terms of reference can be found at www.investors.spirehealthcare.com

Role and responsibilities

The remuneration committee has authority from the board to determine the framework and total remuneration arrangements of the executive directors and, in consultation with the chief executive officer, senior management. It also oversees the group’s share-based incentive arrangements. In practice, the committee agrees:

- Policy for cash remuneration, executive share plans, service contracts and termination arrangements
- Reward packages of the chairman, executive directors and the executive committee, including arrangements on appointment
- Termination arrangements for executive directors and the executive committee members
- Recommendations to the board concerning any new executive share plans or changes to existing schemes which require shareholders’ approval
- Basis on which awards are granted and their amount to executive directors and senior management under the Long Term Incentive Plan (LTIP)

The remuneration committee also ensures consistency of remuneration arrangements across all levels within Spire Healthcare. It also has responsibility for matters identified by the UK Corporate Governance Code relating to workforce engagement.

Remuneration committee report continued

Dear shareholder,

I am pleased to present to you the directors' remuneration report for the year ended 31 December 2024.

Our renewed directors' remuneration policy was approved by 98.64% of shareholders at the AGM in May 2024 and I would like to thank shareholders for their engagement and support. I am confident that this policy continues to support the delivery of our strategic priorities and provides alignment with our culture and purpose. This letter provides further detail of the work of the committee and decisions taken in respect of 2024.

We welcomed Paula Bobbett who became a member of the committee in February 2024. We were saddened by the unexpected death of Martin Angle and will miss his valuable contributions and perspectives as a member of the committee.

Performance in 2024

Spire Healthcare delivered financial performance in-line with guidance for 2024 with revenue growth of 11.2%, 6.2% on a comparable basis, and adjusted EBITDA of £260.0 million which is 11.1% up on 2023, 9% on a comparable basis. Our focus on enhancing margins has enabled us to deliver an increase in hospitals adjusted EBITDA margin, from 17.6% in 2023 to 18% in 2024. This is underpinned by the success of our savings and efficiency programmes, which generated more than £20 million.

Market fundamentals remain strong, with excellent performance from our NHS revenue, up 7.7%, 8.8% on a comparable basis and private revenue up 3.7%, 4.3% on a comparable basis. Our strategy is delivering, we are successfully managing both margin and growth through acuity mix, price, optimal capacity utilisation and delivery of cost savings. We have also reached record levels of permanent hospital staff and retention.

Primary care services have shown strong growth, primarily driven through Vita Health Group performing ahead of plan. We also opened three standalone clinics which are focused on outpatients, diagnostics and minor treatments, and drive referrals to nearby hospitals. We are pleased to play a role in the new NHS and independent sector partnership and continue in our strategic partnership with the NHS.

Maintaining strong quality and safety credentials remain core to our activities and our focus on continuous improvement has resulted in 98% of our inspected locations rated 'Good', 'Outstanding' or the equivalent by health inspectors in England, Scotland and Wales.

Wider workforce pay

The committee has continued to monitor the impact of economic pressures on colleagues and fully supported the management proposal to make significant investment in salary increases through an increase to our minimum rates of pay, the annual salary review and implementation of our reward framework in all our hospitals. As a result of these investments, we are benefiting from increasing retention and fewer vacancies.

The majority of our permanent colleagues received a 2.75% salary increase with additional investment made to our minimum rates of pay. We launched our reward framework for our permanent colleagues in all our hospitals and a few other business areas in December 2024. The framework provides a consistent view of our roles with improved competitiveness, particularly for key roles where we have difficulty attracting and retaining talent.

The committee has received regular updates and held deep dive sessions on the reward framework, which has been developed with extensive engagement and input from the business. The reward framework is an important step in our commitment to invest in and support our people and provide structure and clarity for our roles.

2024 salary and incentive outcomes

In line with the majority of the workforce, the annual salary review of 2.75% was applied to the chief executive officer in September 2024. There was no increase applied to the new or former chief financial officer during 2024.

The bonus is linked to adjusted EBITDA, free cash flow and individual strategic objectives. The financial and operating performance in the year resulted in bonuses being earned in respect of 2024 with a solid performance against stretching targets. The committee also evaluated the performance of the executive directors against a number of individual strategic objectives. This resulted in an overall bonus outcome for Justin Ash of 36.1% of maximum. Notwithstanding the significant increase in EBITDA year-on-year, the bonus outcome is lower than last year, reflecting the highly stretching nature of the targets set at the start of the year.

The 2022 LTIP awards were based on total shareholder return (TSR), financial and operational excellence performance measured to 31 December 2024. During the performance period, the company delivered growth in shareholder value which was between median and upper quartile against the FTSE 250 (excluding investment trusts) comparator group over the equivalent period. Return on capital employed exceeded the target with the outcome of this element at 8.2%. For operational excellence, the regulatory rating objective was met in full and the outcome for engagement was within the target range.

The overall vesting outcome for this award was 60.8% of maximum. Vested awards for executive directors at the time of award will be subject to a further two-year holding period.

The committee reviewed the incentive outcomes against wider company and individual performance, the shareholder experience and the wider stakeholder experience. The committee determined that the outcomes are fair and appropriate in this context.

Chief financial officer transition

As set out in the 2023 directors' remuneration report, Harbant Samra was appointed as chief financial officer at the May 2024 AGM, at which point Jitesh Sodha stepped down from the board. Details of the remuneration arrangements were set out in full in the 2023 directors' remuneration report.

Remuneration for 2025

Salary increases normally take effect from September. Any increase to salaries for the chief executive officer will take into account the average increase awarded to the wider workforce. As set out in the 2023 directors' remuneration report, Harbant's base salary on appointment was set at £380,000, which was below the salary of his predecessor (£432,600). In line with best practice, the committee intended to keep Harbant's base salary under review to reflect his experience and development in role. Taking into account his strong performance, leadership and development in the role since appointment, Harbant's salary will be increased to £405,000 with effect from 1 May 2025, being one year since his appointment to the role. It is currently expected that Harbant will not be eligible for a salary increase in September.

Incentives are based on financial, operational and strategic elements. The maximum bonus opportunity for executive directors remains unchanged at 150% of salary. During the year, the committee reviewed the bonus structure across the group to ensure that it is fit-for-purpose and appropriately rewards employees for group performance. Following this review, there will be a simplification of the structure for 2025, with a greater focus on group EBITDA performance for all bonus participants. For executive directors, the total bonus outcome will be linked to the achievement of adjusted group EBITDA with up to 30% of the final bonus outcome assessed against strategic objectives.

Remuneration committee report continued

For LTIP grants to executive directors, it is expected that awards equivalent to 200% of salary will be granted, in line with last year. The committee considered removing relative TSR from the LTIP for 2025 given the lack of direct, relevant, listed peers and the concentrated nature of our shareholder base. There are a range of views amongst our larger investors on this metric; therefore, on balance, the metric has been retained for 2025 with a weighting of 20%. The committee will keep this under review for grants in future years. We expect EBIT margin to be more prominent and relevant than EBITDA margin by the end of the performance period in 2027, as outlined at the Capital Markets Day in April 2024. Accordingly, hospital business margin will be assessed based on EBIT with a weighting of 15%. The operational excellence measures, with a combined weighting of 30%, continue to be an important focus. The ROCE measure is unchanged with a weighting of 35%.

If you have any questions about this directors' remuneration report, please contact me via companysecretary@spirehealthcare.com.

Natalie Ceeney
Chair, Remuneration Committee

5 March 2025

Remuneration principles – how our approach to pay reflects the principles of the UK Corporate Governance Code

Clarity	Incentive arrangements are intended to be closely aligned to our strategy to effectively engage with participants. The remuneration committee regularly engages with wider stakeholders including shareholders and seeks to provide clear disclosure and explanation of our pay arrangements.
Simplicity	Our remuneration policies are straightforward and easy to understand.
Risk	Our variable incentive schemes contain an appropriate balance of financial and non-financial measures so that risk is effectively managed and mitigated. Discretion, malus and clawback help to prevent payments for failure.
Predictability	Potential values from remuneration arrangements are clearly communicated.
Proportionality	Incentives incorporate performance measures that are linked to the strategic goals of the business. Variable pay is intended to reward for successful execution of the strategy over the short and longer term. The remuneration committee is also mindful of the outcomes of variable incentives for the wider workforce.
Alignment to culture	Targets for variable incentives are intended to be based on a balance of measures to provide a rounded assessment of performance. We are conscious of our impact on wider stakeholders and how that ultimately impacts the value we create for shareholders.

Remuneration committee report continued

Remuneration policy table

At a glance: summary of remuneration policy and approach for 2025. The table below summarises how key elements of the remuneration policy will be implemented in 2025. The full remuneration policy can be found on our website in the 2023 Annual Report.

Element

	Justin Ash Chief Executive Officer	Harbant Samra Chief Financial Officer
Base salary as at 1 May 2025	£660,633	£405,000
Pension	8% (in line with majority of employees)	8% (in line with majority of employees)
2025 annual bonus opportunity	Maximum: 150%	Maximum: 150%
2025 annual bonus measures	<ul style="list-style-type: none"> For 2025, the total bonus outcome will be linked to the achievement of adjusted group EBITDA, with up to 30% of final bonus outcome assessed on objectives Full disclosure of performance measures and weightings will be disclosed retrospectively 	
2025 annual Bonus deferral	<ul style="list-style-type: none"> One third of bonus will be deferred into shares for three years as the CEO has met his shareholding guidelines 	<ul style="list-style-type: none"> One third of bonus for the CFO will be deferred into shares for three years
2025 LTIP award levels	Maximum: 200%	Maximum: 200%

Element

- 2025 LTIP measures**
- 2025 LTIP awards will be based on the following measures: ROCE (35%), EBIT margin (hospital) (15%), relative TSR (20%), engagement (15%) and regulatory ratings (15%).
 - Performance will be measured over a three-year period from 1 January 2025 to 31 December 2027.

	25% vests	50% vests	100% vests
Relative TSR vs FTSE 250 (20%)	Median		Upper Quartile
ROCE (35%) ²	8.6%	10%	11%
EBIT Margin (15%)	9.6%	11.3%	13.0%
Regulatory ratings (15%) ³	84% 'Good' or Above	88% 'Good' or above	94% 'Good' or above
Engagement (15%) ⁴	see note below		

- Straight-line vesting between points shown.
- Return on Capital Employed is calculated as 'Adjusted EBIT/Capital Employed'. Capital Employed is calculated as 'Total Assets less Cash less Current Liabilities less Capital expenditure in the previous 12 months'. Capital expenditure in the last 12 months reflects additions of fixed assets (excluding leased assets). Return on Capital Employed will be measured as at 31 December 2027.
- Vesting for the regulatory rating element can be scaled back (including to nil) if any site is rated 'inadequate'. The remuneration committee is satisfied that outcomes at the upper-end of the scale would represent exceptional and market leading results for the portfolio, especially in the context of continued enhancements in the expectations of our regulators.
- We are currently undertaking a review of the provider and methodology for engagement and targets will be disclosed in full in the 2025 directors' remuneration report.

2025 LTIP holding requirement

- LTIP awards are subject to a two-year, post vesting holding period

Shareholding guideline

- 200% of salary in-employment shareholding guideline
- Post-cessation shareholding requirements apply at the same level as the in-employment guideline (or actual shareholding, if lower) for two years following cessation of employment

Malus and clawback

- Malus and/or clawback provisions apply to annual bonus awards and LTIP awards
- The malus and clawback provisions are set out in the remuneration policy

Year-end outcomes:

2024 CEO bonus outcome

- 36.1% of maximum pay-out

2022 CEO LTIP outcome

- 60.8% of maximum vesting

Annual report on remuneration

Single total figure of remuneration – executive directors (audited)

The following table sets out the total remuneration for the executive directors for the year ended 31 December 2024. This comprises the total remuneration in respect of the full year from 1 January 2024 to 31 December 2024.

(£000)	Justin Ash		Harbant Samra		Jitesh Sodha	
	2024	2023	2024	2023	2024	2023
Salary	648.8	643.0	245.6	–	153.7	432.6
Benefits	18.8	18.5	10.2	–	5.8	17.0
Retirement benefits	51.9	51.4	19.6	–	12.3	34.6
Total fixed pay	719.5	712.9	275.4	–	171.8	484.2
Annual bonus ¹	347.9	727.3	130.6	–	140.2	489.3
Long-term incentives ^{2,3}	746.1	1,285.6	78.2	–	502.0	865.0
Total variable pay	1,094.0	2,012.9	208.8	–	642.2	1,354.3
Total	1,813.5	2,725.8	484.2	–	814.0	1,838.5

- One third of the annual bonus paid to Justin Ash and Harbant Samra will be deferred into shares for three years.
- All were participants of the 2022 LTIP awards, which are due to vest in 2025. For the purposes of this table, the value of awards is based on the average share price during the final quarter of 2024 (£2.23). None of the 2024 LTIP value is attributable to share price appreciation.
- The 2021 LTIP awards have been restated to reflect the actual share price on vesting of £2.345.
- Harbant Samra succeeded Jitesh Sodha as Chief Financial Officer on 9 May 2024; remuneration details for 2024 are in respect of services provided as executive directors. As disclosed last year, Jitesh Sodha remained as an employee after stepping down from the board. Harbant Samra's LTIP award was granted in relation to his previous role, though he did not sit on the board. The full value of LTIP awards to both individuals have been included for transparency.

Annual bonus

For the 2024 financial year, the maximum bonus opportunity for executive directors was 150% of base salary. Awards for current executive directors were measured 60% on adjusted EBITDA, 20% on free cash flow and 20% against individual strategic objectives.

All bonuses in the group, including those payable to executive directors, were subject to a minimum EBITDA trigger of £238.0 million and a minimum quality trigger. Both hurdles were achieved for 2024, and therefore executive directors were considered for bonuses. A portion of bonuses for Justin Ash and Harbant Samra are deferred into shares for three years.

Financial measure targets and outcomes for 2024 were as follows:

	0% of element	40% of element	50% of element	100% of element	Outcome	Outcome (% of element)
Adjusted EBITDA						
60%	£254.0m	£267.0m	£268.3m	£275.0m	£260m	18.5%
Free cash flow						
20%	£25m	£41m	£45m	£65m	£39m	35%

The adjusted EBITDA outcome of £260.0 million is an 11.1% increase on prior year.

Annual report on remuneration continued

For 2024, the strategic element was centred around the achievement of the areas of focus noted in the table below. The outcome for the executive directors fairly reflects the contribution made during the year, including progress towards a number of key strategic initiatives.

Area of focus	Progress and achievements during the year	Outcome
Chief executive officer		
Be a change champion: review and update five year strategic plan to reflect advances in healthcare focusing on technology. Implement a reward framework across all hospitals.	Successful review of five year strategic plan and progress made in key elements during 2024. Reward framework successfully implemented in all hospitals.	5/5
Make it count: deliver digitalisation programmes for 2024 with associated efficiencies in processes. Support primary care services in delivery of financial plan.	Successful delivery of the majority of the digitalisation programmes with savings delivery on track. Primary care services performing well and ahead of budget.	4.5/5
Listen up: delivery and implementation of PSIRF and DCIQ with improved engagement in learnings and assurance of quality. Continue to champion and focus on FTSU strategy and programme.	Successful roll-out across the organisation ahead of sector of PSIRF and DCIQ – now in place and in use at all sites. Continued strong sponsorship of FTSU strategy and programme with strong positive results on colleague engagement and continued development for 2025.	4.5/5
Inspire kindness: championing that patients, colleagues and consultants are treated with kindness, courtesy and respect through annual survey results.	Increase in outcome through annual consultant survey results for quality of services provided. Significant increase in result for survey score on patients saying their care was personalised. Continued focus on behaviours to drive year on year improvement.	4/5
Total bonus achieved against individual strategic targets		18%
Chief financial officer		
Review and update five year strategic plan to reflect advances in healthcare focusing on technology.	Successful review of five year strategic plan and progress made in key elements during 2024.	5/5
Successful execution of digitalisation/ savings programmes for 2024.	Successful delivery of the majority of the digitalisation programmes with savings delivery on track.	3.8/5
Review of Finance function structure with aim to strengthen talent pipeline and skills.	Successful review of finance function and leadership team to strengthen the function and core capabilities.	5/5
ROCE improvement.	Delivered improved full year ROCE of 8.2%, versus 7.5% for FY 2023.	3.5/5
Total bonus achieved against individual strategic targets		17.3%

Based on the assessment above, the overall outcome is 36.1% of the maximum bonus for the chief executive officer and 35.4% for Harbant Samra for his time as the chief financial officer.

Taking into account overall performance during the year and strategic progress made, the remuneration committee is satisfied that the outcomes are appropriate and no discretion has been applied.

As disclosed last year, as a good leaver, Jitesh Sodha was eligible to participate in the annual bonus scheme to the extent that he worked his notice period. For the period that he was an executive director, he was eligible for a bonus of up to 150% of salary, pro-rated for time up to the date he stepped down from the board. As he was only on the board until 8 May 2024, his bonus was based on 50% group objectives (75% adjusted group EBITDA and 25% group free cash flow) and 50% based on individual strategic objectives. The EBITDA and free cash flow outcomes are the same as applied to the current executive directors. His individual objectives related to overseeing the integration of Vita Health Group and the next stage of profitability enhancement for the Doctors Clinic Group, delivering the 2023 full-year results and annual report, and a comprehensive

handover to Harbant Samra. This resulted in a bonus of £140,195 (61.3% of maximum and pro-rated for time to 8 May 2024).

Long Term Incentive Plan (LTIP)

The performance period for awards granted in 2022 ended on 31 December 2024. This award was based on targets linked to ROCE, relative TSR and operational excellence measures.

The performance targets for this award were disclosed in the 2022 directors' remuneration report and the result at the conclusion of the three-year performance period was as follows:

	25% vests	50% vests	100% vests	Outcome	Percentage outcome
Relative TSR v FTSE 250 (excluding investment trusts) (35%)	Median ¹		Upper quartile	between median and upper quartile	13.97%
Return on capital employed (35%)	6.0% ¹	7.3%	9.6%	8.2%	24.35%
Regulatory rating (15%)	84% achieve 'Good' or above ¹	88% achieve 'Good' or above	94% achieve 'Good' or above	98% achieve 'Good' or above	15%
Employee engagement (15%)	76% ¹	79%	82%	79%	7.5%
					60.82%

- There is no vesting for performance below these levels.
- There is straight-line vesting between the points shown.
- To ensure a more rounded assessment over the LTIP performance period, the employee engagement score has been measured using a three-year average over the performance period.

Overall, the committee is satisfied that the outcomes from this award are supported by improvements in underlying performance over the period and the experience of our shareholders. Therefore, the committee is satisfied that the vesting outcomes are fully warranted.

Annual report on remuneration continued

Awards under the LTIP were granted to Justin Ash and Harbant Samra on 14 March 2024. No award was granted to Jitesh Sodha. These awards were granted in the form of nil-cost options over Spire Healthcare Group plc shares, with the number of shares that may vest conditional on performance over the three-year period to 31 December 2026. The maximum award granted to executive directors was equivalent to 200% of base salary.

The full details of the performance conditions applying to the 2024 awards are set out below:

	25% vests	50% vests	100% vests
Relative TSR (20%)	Median	–	Upper quartile
Return on capital employed (35%)	8.6%	10.0%	11.0%
EBITDA margin hospital (15%) ¹		20.5%	21%
Regulatory ratings (15%)	84% achieve 'Good' or above	88% achieve 'Good' or above	94% achieve 'Good' or above
Employee engagement (15%)	76%	80%	82%

1. Rather than incorporating a lower threshold hurdle for vesting of 25% for EBITDA margin (hospital), the Committee concluded that there will be no vesting under this element where performance is less than 20.5%

Outstanding share awards

The following table provides details of all outstanding awards, as at 31 December 2024, made to current executive directors under the LTIP that remain within their three-year performance period:

	Type of award	Date of grant	Number of shares	Share price	Face value at grant ¹	End of performance period
Justin Ash	Conditional Share Award (in the form of nil-cost options)	14 March 2022	543,750	£2.296	£1,248,450	31 December 2024
		15 March 2023	541,661	£2.374	£1,285,904	31 December 2025
		14 March 2024	542,575	£2.370	£1,285,904	31 December 2026
HARBANT SAMRA	Conditional Share Award (in the form of nil-cost options)	14 March 2022	57,007	£2.296	£130,890	31 December 2024
		15 March 2023	131,634	£2.374	£312,500	31 December 2025
		14 March 2024	320,675	£2.370	£760,000	31 December 2026

- The face value of awards made in 2024 was equivalent to 200% of base salary. The share price used to determine the number of shares under the 2024 award was based on the average of the mid-market quotation at close of business over the five trading days ending on 13 March 2024 (£2.370). The face value of awards made in 2022 and 2023 to Justin Ash were equivalent to 200% of base salary. The 2022 and 2023 LTIP awards for Harbant Samra were in respect of his previous role.
- The 2022, 2023 and 2024 awards are subject to relative TSR, ROCE and operational excellence conditions. Further detail on specific targets is set out in the 2022 and 2023 directors' remuneration reports.

The following table provides details of all outstanding awards, as at 31 December 2024, that have completed their three-year performance period and have vested to current executive directors under the LTIP but remain within the two-year holding period:

	Type of award	Date of grant	Number of shares originally awarded	Number of shares lapsed	Number of shares in two-year holding period	End of two-year holding period
Justin Ash	Conditional Share Award (in the form of nil-cost options)	6 April 2020	1,028,046	274,180	753,866	6 April 2025
		18 March 2021	665,606	118,545	547,061	18 March 2026

The following table provides details of awards granted to the executive directors during 2024 under the Deferred Share Bonus Plan, which relate to bonuses payable in respect of 2023 and disclosed in last year's remuneration report. Awards will normally vest three years after the grant date.

	Type of award	Date of grant	Number of shares	Share price	Face value at grant
Justin Ash	Conditional Share Award (in the form of nil-cost options)	14 March 2024	152,786	£2.38	£363,633
Jitesh Sodha	Conditional Share Award (in the form of nil-cost options)	14 March 2024	68,533	£2.38	£163,110

This award will be released in 2027 and remains subject to malus terms during this period.

Sharesave

The company operates an HMRC-approved Savings-Related Share Option Plan (Sharesave). Participation in Sharesave is conditional on three months' service and executive directors may participate in the same way as all other colleagues. Sharesave is an all-employee share plan and there are no performance conditions.

	Date of grant	Number of shares	Option price	Awards are exercisable between
Justin Ash	26 April 2022	1,818	£1.98	1 June 2025 and 30 November 2025
HARBANT SAMRA	26 April 2022	1,818	£1.98	1 June 2025 and 30 November 2025

Annual report on remuneration continued

Single total figure of remuneration – non-executive directors (audited)

The following table sets out the total remuneration for the non-executive directors for the year ended 31 December 2024.

(£000)	2024 Fees	2024 Benefits ¹	2024 Total	2023 Fees	2023 Benefits ¹	2023 Total
Sir Ian Cheshire	236.9	3.5	240.4	230.0	2.0	232.0
Martin Angle ²	103.8	10.9	114.7	150.0	18.4	168.4
Paula Bobbett	58.4	0.3	58.7	56.7	—	56.7
Natalie Ceeney ³	68.6	1.8	70.4	44.2	0.4	44.6
Professor Dame Janet Husband	103.0	8.9	111.9	95.6	15.7	111.3
Jenny Kay	58.4	1.5	59.9	56.7	0.9	57.6
Professor Cliff Shearman	58.4	1.9	60.3	56.7	2.0	58.7
Dr Ronnie van der Merwe ⁴	50.0	—	50.0	50.0	—	50.0
Debbie White ⁵	80.7	11.2	82.8	63.7	2.1	65.8
Total	818.2	40.0	849.1	803.6	41.5	845.1

- Reasonable expenses incurred by any non-executive director will be reimbursed by the company but they have no other contractual entitlement to benefits. For non-executive directors certain expenses relating to the performance of a non-executive director's duties in carrying out activities, such as travel to and from company meetings, are classified as taxable benefits by HMRC. In line with current regulations these taxable benefits have been disclosed and are shown in the taxable benefits column in the directors' remuneration table above. The figures shown include the cost of the expenses grossed up for tax and national insurance.
- Martin Angle sadly passed away in September 2024.
- Natalie Ceeney was appointed an independent non-executive director on 1 May 2023.
- Pursuant to the relationship agreement dated 22 June 2015 between the company and Mediclinic Jersey Limited, under which Mediclinic Jersey Limited is entitled to nominate for appointment to the board one non-executive director, and Dr Ronnie van der Merwe was appointed to the board on 24 May 2018. As a non-executive director nominated by the principal shareholder, the fees for Dr Ronnie van der Merwe are paid to a subsidiary company within the Mediclinic Group Limited group.
- Debbie White was appointed an independent non-executive director on 1 February 2023. She became the company's senior independent director on 12 May 2023.

Non-executive directors

The current non-executive chairman and independent non-executive directors' fees are as follows levels:

- Non-executive chairman: £236,900
- Senior independent director: £77,250
- Vice chair: £103,000
- Basic fee for an independent non-executive directors: £58,350
- Basic fee for a non-independent non-executive directors: £50,000
- Chairs of audit and risk committee and remuneration committee: £10,300

Statement of directors' shareholding and share interests (audited)

The table below sets out the directors' shareholdings in the company. As noted above, executive directors are expected to build up and maintain a holding equivalent to twice their base salary. In addition, executive directors are required to retain this level of shareholding (or actual relevant holding on departure, if lower), for two years after stepping down from the board. There is no requirement for non-executive directors to hold shares in the company.

	Shareholding		Guidelines Proportion of shareholding guideline achieved ¹
	As at 31 December 2024	As at 31 December 2023	
Non-executive chairman			
Sir Ian Cheshire	8,846	8,846	
Executive directors			
Justin Ash	848,740	578,268	296.78%
Harbant Samra ²	34,884	3,302	9.75%
Non-executive directors			
Paula Bobbett	—	—	
Natalie Ceeney	—	—	
Professor Dame Janet Husband	10,231	10,231	
Jenny Kay	4,911	4,911	
Professor Cliff Shearman	—	—	
Dr Ronnie van der Merwe	—	—	
Debbie White	—	—	

- Calculated based upon the closing share price on 31 December 2024 of £2.265. Unvested Deferred Share Bonus Plan (DSBP) shares and vested LTIP awards subject to a holding period are only taken into account on a net of tax basis for the purpose of the guidelines. As noted above during 2025, shares relating to the 2022 LTIP will vest for both executive directors.
- Harbant Samra was appointed to the board during 2024 and is making progress towards meeting the guideline.

There have been no changes to directors' shareholdings between 31 December 2024 and the date this report is signed off.

Annual report on remuneration continued

The table below sets out the directors' interests in shares of the company which remain unvested or have vested but are unexercised as at 31 December 2024. Unvested awards are structured as nil-cost options.

	Options		Shares	
	Unvested and not subject to performance conditions ¹	Unvested and subject to performance conditions ²	Unvested and not subject to performance conditions ³	Vested and not subject to performance conditions ⁴
Non-executive chairman				
Sir Ian Cheshire	—	—	—	—
Executive directors				
Justin Ash	1,818	1,627,986	364,266	1,300,927
Harbant Samra	1,818	509,316	0	0
Non-executive directors				
Paula Bobbett	—	—	—	—
Natalie Ceeney	—	—	—	—
Dame Janet Husband	—	—	—	—
Jenny Kay	—	—	—	—
Professor Cliff Shearman	—	—	—	—
Dr Ronnie van der Merwe	—	—	—	—
Debbie White	—	—	—	—

1. Consists of awards granted under Sharesave.
2. Consists of grants under the LTIP that have been awarded but remain subject to performance conditions.
3. Consists of grants under the DSBP that have been awarded but remain unvested.
4. Consists of grants under the LTIP that have vested and currently subject to a two-year holding period.

Letters of appointment

Non-executive director	Date of appointment	Notice period	Date of expiry
Paula Bobbett	1 November 2022	2 months	No later than 30 June 2025
Natalie Ceeney	1 May 2023	2 months	No later than 30 June 2025
Sir Ian Cheshire	4 March 2021	12 months	No later than 30 June 2026
Dame Janet Husband	24 June 2014	2 months	No later than 30 June 2026
Jenny Kay	1 June 2019	2 months	No later than 30 June 2025
Professor Cliff Shearman	1 October 2020	2 months	No later than 30 June 2026
Dr Ronnie van der Merwe ¹	24 May 2018	n/a	No later than 30 June 2027
Debbie White	1 February 2023	3 months	No later than 30 June 2025

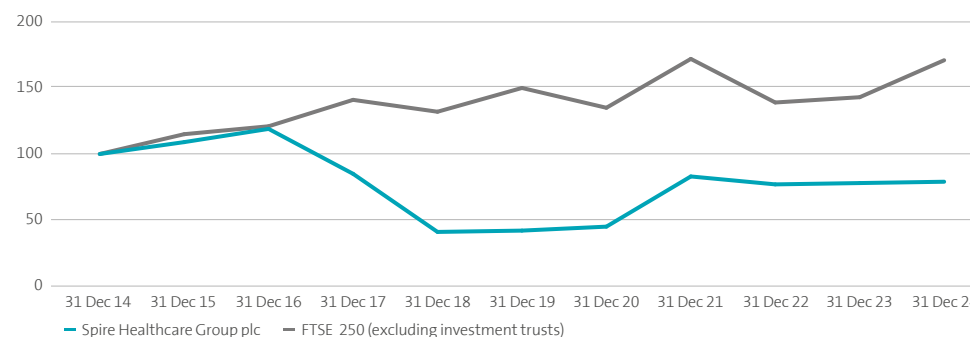
1. Pursuant to the relationship agreement dated 22 June 2015 between the company and Mediclinic Jersey Limited, under which Mediclinic Jersey Limited is entitled to nominate for appointment to the board one non-executive director, Dr Ronnie van der Merwe was appointed to the board on 24 May 2018. Dr Ronnie van der Merwe is considered to be a non-independent, non-executive director.

Service contracts

After appointment, executive directors will put themselves up for re-election at each annual general meeting. Executive directors are employed under ongoing service contracts with the group. These contracts do not have a fixed term of appointment. Copies of their service contracts are available to shareholders for inspection at the company's registered office.

Performance graph

The graph below illustrates Spire Healthcare Group plc's TSR performance against the FTSE 250 (excluding investment trusts) since 31 December 2014. Given that the company is a constituent of the FTSE 250 index, the remuneration committee considers this an appropriate peer group.



Source: ThomsonReuters Datastream

Annual report on remuneration continued

The table below shows the total remuneration paid in respect of the chief executive officer role.

	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Chief executive's single figure remuneration (£000s) ^{1,2}	1,095.8	320.5	128.2	732.4	1,010.1	1,251.7	2,129.3	2,860.0	2,725.8	1,813.5
Annual bonus payout (% of maximum)	0%	0%	0%	0%	30%	35%	48.4%	53.0%	75.4%	36.1%
LTIP vesting (% of maximum) ³	n/a	n/a	n/a	n/a	n/a	18.9%	53.75%	73.33%	82.19%	60.82%

- 2017: Justin Ash was appointed chief executive officer on 30 October 2017. The value shown for 2017 therefore represents a part-year figure for his time in role. During 2017: (i) Garry Watts fulfilled the role of chief executive officer from 14 March 2016 to 12 June 2017 for which he was paid £714,600; and (ii) Simon Gordon undertook the role of interim chief executive officer between 13 June 2017 and 29 October 2017 for which he was paid c.£243,000.
- 2016: Rob Roger stepped down from the board on 30 June 2016. The value shown for 2016 therefore represents a part-year figure for his time in the role. Garry Watts fulfilled the role of chief executive officer from 14 March 2016 to 12 June 2017.
- Rob Roger and Garry Watts did not have any LTIP awards vesting in respect of 2016; for other participants the LTIP based on performance to 31 December 2016 vested at 50% of maximum. Similarly, Justin Ash and Garry Watts did not have any LTIP awards vesting in respect of 2017, 2018 or 2019; for other participants (including Simon Gordon) the LTIP based on performance to 31 December 2017 and 31 December 2018 lapsed in full while the LTIP based on performance to 31 December 2019 vested at 3.75% of maximum.

Annual change in remuneration

In line with the requirements in The Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019, the table below shows the annual percentage change in remuneration (based on salary or fees, benefits and annual bonus). Given the small number of people employed by the Spire Healthcare Group plc entity, data for all employees of the group has been included.

	2024			2023			2022			2021			2020		
	Salary/fee FY24 vs FY23	Benefits FY24 vs FY23	Annual Bonus FY24 vs FY23	Salary/fee FY23 vs FY22	Benefits FY23 vs FY22	Annual Bonus FY23 vs FY22	Salary/fee FY22 vs FY21	Benefits FY22 vs FY21	Annual Bonus FY22 vs FY21	Salary/fee FY21 vs FY20	Benefits FY21 vs FY20	Annual Bonus FY21 vs FY20	Salary/fee FY20 vs FY19	Benefits FY20 vs FY19	Annual Bonus FY20 vs FY19
Chairman															
Sir Ian Cheshire ¹	3.0%	75.0%	—	0%	122.2%	—	0%	100%	—	—	—	—	—	—	—
Executive directors															
Justin Ash	0.9%	1.6%	(52)%	2.0%	79.6%	46.6%	1.0%	45.1%	9.5%	1.0%	2.9%	40.4%	(4.5)%	(0.1)%	16.7%
Harbant Samra ²	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Jitesh Sodha ³	(64.5)%	(65.9)%	(71)%	2.0%	(16.3)%	48.5%	1.0%	20.1%	(3.6)%	5.8%	0%	65.2%	(4.5)%	0%	16.7%
Non-executive directors															
Martin Angle ⁴	(30.8)%	(40.8)%	—	0%	72.2%	—	0%	400.0%	—	0%	(64.4)%	—	0%	(59)%	—
Paula Bobbett ⁵	3.0%	100.0%	—	0%	—	—	0%	—	—	—	—	—	—	—	—
Natalie Ceeny ⁵	55.2%	350.0%	—	0%	—	—	—	—	—	—	—	—	—	—	—
Dame Janet Husband	7.7%	(43.3)%	—	34.3%	127.5%	—	1.7%	137.9%	—	0%	(60.3)%	—	0%	(67.6)%	—
Jenny Kay	3.0%	66.7%	—	1.98%	100.0%	—	1.1%	—	—	0%	—	—	0%	(100)%	—
Professor Cliff Shearman	3.0%	(5.0)%	—	2.0%	53.85%	—	1.1%	100.0%	—	—	—	—	—	—	—
Dr Ronnie van der Merwe	0%	—	—	0%	—	—	0%	—	—	0%	—	—	0%	—	—
Debbie White ⁵	26.7%	433.3%	—	0%	—	—	—	—	—	—	—	—	—	—	—
Average employee	6.8%	1.8%	(45.9)%	4.7%	5.1%	60.0%	4.4%	11.8%	(1.4)%	2.3%	11.2%	4.4%	5.3%	2.7%	75.7%

- Sir Ian Cheshire was appointed chairman-designate on 4 March 2021. To provide a meaningful comparison of percentage increase his fee received as chairman for 2022 has been considered on a full-time equivalent basis.
- Harbant Samra joined the Board on 9 May 2024.
- Jitesh Sodha stepped down from the Board on 9 May 2024. The change in remuneration is based on the single total figure of remuneration.
- For Martin Angle the change in remuneration for 2024 is based on the single total figure of remuneration.
- Paula Bobbett, Natalie Ceeny and Debbie White were appointed independent non-executive director on 1 November 2022, 1 May 2023 and 1 February 2023 respectively. To provide a meaningful comparison of percentage increase Paula's fee for 2022 and Natalie's and Debbie's fees for 2023 have been considered on a full-time equivalent basis.

Annual report on remuneration continued

Relative importance of spend on pay

£(m)	2024	2023	% change
Total remuneration	571.7	477.2	19.8%
Distributions to shareholders	8.5	2.0	425%

CEO pay ratio for 2024

The table below shows the ratio of the total remuneration of the chief executive officer to that of the lower quartile, median and upper quartile employees and bank workers in 2024, consistent with the regulations.

Year	Method		P25 (LQ)	P50 (Median)	P75 (UQ)
2019	A	Pay Ratio	50:1	35:1	25:1
2020	A	Pay Ratio	61:1	45:1	31:1
2021	A	Pay Ratio	92:1	66:1	42:1
2022	A	Pay Ratio	122:1	89:1	62:1
2023	A	Pay Ratio	107:1	81:1	55:1
2024	A	Pay Ratio	68:1	52:1	37:1

Spire Healthcare has compared the total remuneration of the chief executive officer to UK employees for the 12 months ending 31 December 2024 on a full-time equivalent basis. The company has determined the P25, P50 and P75 individuals with reference to a ranking of total remuneration.

The company's principles for pay setting and progression in our wider workforce are the same as for our executives which form a total reward proposition which is competitive to attract and retain the highest quality of talent in a difficult market, while providing opportunities for development and career progression.

The median pay ratio reported is consistent with the wider policies in place at Spire Healthcare. All employees are eligible for pay increases, recognition awards, participation in Sharesave, and career and development opportunities.

The pay for the chief executive officer is, by design, intended to have a larger proportion linked to performance-based variable pay, and therefore the pay ratio would be expected to vary year-on-year and be higher in years when the business performs well. The CEO pay ratio is lower in 2024 due to lower variable pay. There is no discernible trend between the period from 2019 to 2024. For colleagues, the year-on-year change in remuneration reflects the application of annual salary review of 2.75% for majority of permanent colleagues and investment in the reward framework for hospitals.

Notes to the calculation

- The 2024, total remuneration for the colleagues identified at P25, P50 and P75 are as follows: £26,785, £34,833, £49,062
- The 2024, base salary for the colleagues identified at P25, P50 and P75 are as follows: £24,180, £32,866, £42,385
- Under option A, the ratios are based on the full-time equivalent total remuneration which includes base salary, incentive payments, taxable benefits and pension benefits for the financial year 1 January to 31 December 2024
- Option A is selected as it is considered to provide the most transparent approach to calculation
- Vita Health Group is included in the 2024 calculation
- The reference colleagues at the 25th, 50th and 75th percentile have been determined by reference to the last day of the financial year, 31 December 2024
- In accordance with the regulations, employees and bank workers have been included, while non-executive directors, contractors and medical consultants have not been included
- A total of 15,281 employees and bank workers were included in the calculation of the CEO Pay ratio. Colleagues on reduced pay due to long-term sickness absence, maternity leave or with zero pay in 2024 were excluded from the calculation
- Pay for each colleague is calculated in accordance with the single figure of remuneration. All components of remuneration are presented on a full-time equivalent basis by dividing sums by the number of hours for the portion of the year worked, and subsequently multiplying by the relevant annual full-time hours
- Bank workers do not participate in the annual bonus plan, Long-Term Incentive Plan and do not have any taxable benefits
- A significant portion of the chief executive officer's pay is variable. The pay ratio is, therefore, significantly impacted by the outcomes of variable pay plans
- The full amount of the annual bonus for the chief executive officer for 2024 is included in the total remuneration figure, including the portion deferred into shares

Annual report on remuneration continued

Departure terms for Jitesh Sodha

As fully disclosed in the 2023 directors' remuneration report and set out here again for completeness, Jitesh Sodha stepped down from the board and his role as chief financial officer upon conclusion of the 2024 annual general meeting. After stepping down from the board, Jitesh initially supported his successor with transition before focusing on a number of strategic initiatives for the remainder of his 12-month notice period. While Jitesh remains an employee, he will continue to receive his base salary and benefits. Healthcare benefits will cease 12 months after the end of his notice period. As Jitesh will continue to work his notice period, he will not receive any payment in lieu of notice or any other termination payment. He will also be provided with professional fees in relation to legal and career transition support of up to £55,000.

In light of Jitesh's performance and contribution during his tenure, he was treated as a 'good leaver' for incentive plan purposes. Outstanding deferred bonus awards and LTIP awards subject to a holding period will be released at the normal time. LTIP awards that are unvested at cessation of employment will be pro-rated for time and will remain subject to performance assessed at the end of the relevant performance period. Jitesh was not granted a further LTIP award in respect of 2024. Details of the 2024 bonus earned while on the board are included in the single figure table.

The post-employment shareholding requirement as set out in the annual report on remuneration will apply for a period of two years from the date he stepped down from the board.

Advice provided to the remuneration committee

During the course of the year, Deloitte LLP provided external advice to the remuneration committee and its total fees were £94,000 (2023: £84,800). During 2024, Deloitte LLP also provided other consulting services to the group. Deloitte LLP has voluntarily signed up to the remuneration consultants' code of conduct in relation to executive remuneration consulting during the year. The remuneration committee is comfortable that the Deloitte LLP engagement partner and team that provides remuneration advice to the remuneration committee do not have connections with the company or any of its directors that may impair their independence.

The non-executive chairman, chief executive officer, chief financial officer, group people director and company secretary attended committee meetings by invitation in order to provide the remuneration committee with additional context. No individual participates in decisions regarding their own remuneration.

Statement of voting at 2024 annual general meeting

The following table sets out the voting in respect of the resolutions to approve the company's directors' remuneration policy (voted on by shareholders in 2024) and 2023 directors' remuneration report put to shareholders at the company's annual general meeting held on 9 May 2024:

Resolution at 2024 AGM	Votes for	% of vote	Votes against	% of vote	Votes withheld
Approve the 2023 Directors' Remuneration Report	358,701,978	98.67%	4,845,191	1.33	8,287

Resolution at 2024 AGM	Votes for	% of vote	Votes against	% of vote	Votes withheld
Approve the Directors' Remuneration Policy	358,607,641	98.64%	4,942,028	1.36	5,787

This report on directors' remuneration will be put to an advisory vote at the annual general meeting on 14 May 2025. The directors confirm that this report has been prepared in accordance with the Companies Act 2006 and reflects the provisions of the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013. It also includes updates to legislation from The Companies (Miscellaneous Reporting) Regulations 2018 (SI 2018/860) and The Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019. The report was approved at a meeting of the directors held on 5 March 2025.

Details of all resolutions passed at the annual general meeting held on 9 May 2024 can be found on page 96.

Natalie Ceeney
Chair, Remuneration Committee

5 March 2025

Directors' report

The directors submit their annual report together with the audited financial statements of Spire Healthcare Group plc (the 'company') together with its subsidiaries (the 'group') for the year ended 31 December 2024.

Certain disclosure requirements for inclusion in this directors' report have been incorporated by cross reference to the strategic report on pages 1 to 83 and the directors' remuneration report on pages 111 to 122, and should be read in conjunction with this report. The following, included in the strategic report, also form part of this report:

- Greenhouse gas emissions, which can be found in sustainability from page 38, engagement with stakeholders from page 55 and TCFD reporting from page 77
- Employees, which can be found in strategy from page 21, sustainability from page 38 and engaging with stakeholders from page 55
- The corporate governance report on pages 91 to 96
- Our strategy on pages 21 to 37

A description of the group's exposure and management of risks is provided in risks management and internal control from page 65.

Information regarding the company's gender pay gap reporting and charitable donations can be found in sustainability from page 38 and in engaging with stakeholders from page 55.

Registered office

The company's registered office and principal place of business is 3 Dorset Rise, London EC4Y 8EN.

Annual general meeting

The annual general meeting of Spire Healthcare Group plc will be held at 11.00am on 14 May 2025. Full details of shareholder attendance at the meeting will be provided in the 2025 notice of annual general meeting and at www.spirehealthcare.com/AGM.

At the meeting, resolutions will be proposed to receive the 2024 annual report and financial statements, approve a final dividend, approve the directors' remuneration report and the directors' remuneration policy, re-elect directors and to reappoint Ernst & Young LLP as auditor. Shareholders will also be asked to authorise the directors to hold general meetings at 14 clear days' notice (where this flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole). Further items of business to be proposed at the annual general meeting are described throughout this directors' report.

Dividends

The directors recommend the payment of a final dividend in respect of the year ended 31 December 2024 of 2.3 pence per ordinary share (2023: 2.1 pence per share). Subject to shareholders approving the recommendation at the annual general meeting, the final dividend will be paid on 20 June 2025 to shareholders on the register as at 23 May 2025.

Board of directors

The following changes were made to the board of directors between 1 January 2024 and signing of this report:

- Jitesh Sodha stepped down from the Board in May 2024;
- Harbant Samra was appointed chief financial officer in May 2024; and
- Martin Angle sadly passed away in September 2024.

Dame Janet Husband will step down from the Board at the conclusion of the annual general meeting on 14 May 2025 and not seek re-election by shareholder. Jill Anderson and Sir David Sloman will be appointed non-executive directors on 6 March 2025. As a result of Sir David's appointment with AXA UK and Ireland, the Company does not consider him to be independent.

A list of the current directors of Spire Healthcare Group plc can be found on pages 97 to 99.

The UK Corporate Governance Code provides for all directors of FTSE companies to stand for re-election by shareholders every year. Accordingly, all members of the board, with the exception of Dame Janet Husband who will step down as a director, will retire and seek re-election at this year's annual general meeting. Full biographical details of all of the directors can be found on pages 98 and 99.

Further information on the contractual arrangements of the executive directors is given on pages 114. The non-executive directors do not have service agreements.

Powers of the directors

The business of the company is managed by the directors who may exercise all the powers of the company, subject to any relevant legislation, any directions given by the company by passing a special resolution and to the company's articles of association. The articles, for example, contain specific provisions concerning the company's power to borrow money and issue shares.

Appointment and removal of directors

Rules relating to the appointment and removal of the directors are contained within the company's articles of association.

Director's indemnities

See page 94 in the corporate governance section.

Amendment of articles of association

The company may only make amendments to the articles of association of the company by way of special resolution of the shareholders, in accordance with the Companies Act 2006.

Employees

The group is an equal opportunities employer and is committed to creating an environment which will attract, retain and motivate its people, by creating a working environment in which individuals are able to make best use of their skills, free from discrimination or harassment, and in which all decisions are based on merit. Spire Healthcare employs people who consider themselves to have a disability (a physical or mental impairment which has a substantial and long-term adverse effect on their ability to carry out normal day-to-day activities).

Employees who consider themselves to have a disability are under no obligation to inform their employer of this, however, we are fully aware of, and comply with, our obligations in accordance with the relevant provisions of the Equality Act 2010.

We remain committed to colleague involvement throughout the business. Colleagues are kept well informed of the clinical and financial performance of the facility that they work in as well as the group more widely. Examples of colleague involvement and engagement are highlighted throughout this annual report. When appropriate, consultations with employee and union representatives take place. The group gives full and fair consideration to applications for employment from disabled persons. Should an employee become disabled during their employment with Spire Healthcare, every effort is made to enable them to continue their service with the group.

Further information on our colleagues can be found under strategy from page 21 and engagement with stakeholders from page 55.

Directors' report continued

Statement regarding fostering relationships with suppliers, customers and others

Explanation of how the directors have fostered the company's business relationships with suppliers, customers, employees and others, and taken each group into account when making principal decisions can be found under engagement with stakeholders from page 55.

Political donations and expenditure

The group made no political donations during the year. Although the company does not make, and does not intend to make, donations to political parties, within the normal meaning of that expression, the definition of political donations under the Companies Act 2006 is very broad and includes expenses legitimately incurred as part of the process of talking to members of parliament and opinion formers to ensure that the issues and concerns of the group are considered and addressed. These activities are not intended to support any political party and the group's policy is not to make any donations for political purposes in the normally accepted sense.

A resolution will therefore be proposed at the annual general meeting seeking shareholder approval for the directors to be given authority to make donations and incur expenditure which might otherwise be caught by the terms of the Companies Act 2006. The authority sought will be limited to a maximum amount of £100,000.

Share capital

As at the date of this report, Spire Healthcare Group plc had an issued share capital of 402,759,599 ordinary shares of 1 pence each, being the total number of shares with voting rights.

Equiniti Trust (Jersey) Limited, as trustee of the company's Employee Benefit Trust, holds 388,184 ordinary shares of 1 pence each (2023: 312,160). Further details can be found in note 22 on page 155.

The rights attaching to the shares are set out in the articles of association. There are no restrictions on the transfer of ordinary shares in the capital of the company other than those which may be imposed by law from time-to-time. There are no special control rights in relation to the company's shares and the company is not aware of any agreements between holders of securities that may result in restrictions on the transfer of securities or on voting rights. In accordance with the Disclosure Guidance and Transparency Rules, certain employees are required to seek approval prior to dealing in the company's shares. The company's entire issued ordinary share capital is listed on the premium segment of the Official List of the Financial Conduct Authority and to unconditional trading on the London Stock Exchange plc's main market for listed securities.

Further information relating to the company's issued share capital can be found in note 22 to the company's financial statements on page 155.

The company announced in October 2024 a return of up to £5 million of cash to its shareholders through the means of an on-market share buyback programme. The sole purpose of the programme was to reduce the issued share capital of the Company, delivering further value for shareholders, and any ordinary shares purchased under the programme will be cancelled. A total of 1,388,749 shares were purchased under the buyback programme by the year-end. No shares were acquired by forfeiture or surrender or made subject to a lien or charge. Details of the shares purchased by the company's Employee Benefit Trust are shown in note 22 on page 155.

Allot shares and pre-emption rights

Shareholders will be asked to renew both the general authority of the directors to issue shares and to authorise the directors to issue shares without applying the statutory pre-emption rights. In this regard, the company will continue to adhere to the provisions in the pre-emption group's Statement of Principles.

Further details on these matters can be found in the 2025 notice of annual general meeting.

Voting rights

In a general meeting of the company, on a show of hands, every member who is present in person or by proxy and entitled to vote shall have one vote. On a poll, every member who is present in person or by proxy shall have one vote for every share of which they are the holder.

Restrictions on voting

Unless the directors otherwise determine, a shareholder shall not be entitled to vote either personally or by proxy:

- If any call or other sum presently payable to the company in respect of that share remains unpaid or
- Having been duly served with a notice to provide the company with information under Section 793 of the Companies Act 2006, and has failed to do so within 14 days, for so long as the default continues

Directors' interests in shares

The beneficial interests of the directors' and their families in the shares of the company are detailed on page 118.

During the year, no director had any material interest in any contract of significance to the group's business.

Employee share scheme participation

The company's operates an all-employee Sharesave scheme which has been well received by colleagues. This is an important part of our total reward package and encourages and supports employee share ownership.

Material interests in shares

As of 5 March 2025, the company has been notified by the following investors of their interests in 3% or more of the company's issued share capital. These interests were notified to the company pursuant to Disclosure Guidance and Transparency Rule 5:

Shareholder	% disclosed
Mediclinic International Limited	29.9
Toscafund Asset Management	18.1
FIL Limited	10.6
Bridgemere Securities	4.1
Melquart Opportunities Master Fund Limited	3.8

Directors' report continued

Significant agreements

The following agreements are considered to be significant in terms of their potential impact on the business of the group as a whole and could alter or terminate on a change of control of the group:

- The group's bank facility agreement contains provisions entitling the counterparties to exercise termination or other rights in the event of a change of control
- There are a number of contracts which allow the counterparties to alter or terminate those arrangements in the event of a change of control of the company. These arrangements are commercially sensitive and confidential and their disclosure could be seriously prejudicial to the group
- The company's share incentive plans contain provisions relating to a change of control and full details of these plans are provided in the directors' remuneration report on pages 111 to 122. Outstanding options and awards would normally vest and become exercisable on a change of control, subject to the satisfaction of performance conditions, if applicable, at that time

The relationship agreement entered into with Mediclinic Jersey Limited (formerly called Remgro Jersey Limited), a subsidiary of Mediclinic International PLC, in June 2015 is deemed a material agreement between the company and its principal shareholder. The agreement does not include a change of control provision but does terminate upon the earlier of the company's ordinary shares ceasing to be listed and traded on the London Stock Exchange's main market for listed securities and the principal shareholder ceasing to be entitled, in aggregate, to exercise or to control the exercise of 15% or more of the votes to be cast on all or substantially all matters of a general meeting of the company.

Compensation for loss of office

There are no agreements between the group and its directors or employees providing for compensation for loss of office or employment that occurs as a result of a change of control.

Disclosures required under UK listing rule 6.6.1R

The table below is included to meet the requirements of UK Listing Rule section 6.6.1R. The information required to be disclosed by that section, where applicable to the company, can be located in the annual report 2024 at the references set out above.

Information required	Location in Annual Report 2024
Long-term incentive schemes	Directors' Remuneration Report pages 116 to 117
Equity securities allotted for cash	Note 22 on page 155
Parent and subsidiary undertakings	Note 17 on page 152
Subsisting significant agreements	Page 125
Controlling shareholder relationships	Page 125

Financial risk

The group's disclosure regarding financial risk is disclosed in note 33 on page 162 of the financial statements.

Events after the reporting period

On 21 February 2025 Brighton Orthopaedic and Sports Injury Clinic Limited formally notified Spire Healthcare of the intention to exercise their put option for Spire Healthcare to purchase the remaining 25% interest in Montefiore House Limited. A financial liability of £8.0 million is provided for this purchase, refer to note 24 on page 157.

Going concern

The group assessed going concern risk for the period through to 30 June 2026. As at 31 December 2024 the group had cash of £41.2 million and borrowings of £365 million of which £325 million is a Senior Loan Facility and £40 million drawn Revolving Credit Facility (RCF). The Group has access to an undrawn Revolving Credit Facility of £60 million. On 3 March 2023, the group exercised the option to extend the senior loan facility and RCF by a further year to February 2027. The financial covenants relating to this agreement are materially unchanged and there have been no modifications to the agreement terms.

The group has undertaken extensive activity to identify plausible risks which may arise and mitigating actions, which in the first instance would include management of working capital and constrained levels of capital investment. Based on the current assessment of the likelihood of these risks arising by 30 June 2026, together with their assessment of the planned mitigating actions being successful, the directors have concluded it is appropriate to prepare the accounts on a going concern basis. In arriving at their conclusion, the directors have also noted that, were these risks to arise in combination, it could result in a liquidity constraint or breach of covenant. However, the risk of this is considered remote.

The group has also assessed, as part of its reverse stress testing, what degree of downturn in trading it could sustain before it breaches its financial covenant. This stress testing was based on flexing revenue downwards with a consistent percentage decline in variable costs, whilst maintaining the forecast of fixed costs. The testing allows for the benefit of mitigating actions that could be taken by management to preserve cash. This testing suggested that there would have to be at least a 30% fall in annual forecast revenue before the group breaches its financial covenant, we believe that the risk of an event giving rise to this size of reduction in revenue is remote.

It should be noted that we remain in a period of material geopolitical and macroeconomic uncertainty. Whilst the directors continue to closely monitor these risks and their plausible impact, their severity is hard to predict and is dependent upon many external factors. Accordingly, the actual financial impact of these risks may materially vary against the current view of their plausible impact.

Disclosure of information to auditor

Having made enquiries of fellow directors and of the company's auditor, each of the directors confirms that:

- To the best of their knowledge and belief, there is no relevant audit information of which the company's auditor is unaware
- They have taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditor is aware of that information

Reappointment of auditor

Resolutions for the reappointment of Ernst & Young LLP as the auditor of the company and to authorise the directors to determine its remuneration will be proposed at the annual general meeting. Ernst & Young LLP has expressed its willingness to be reappointed.

The directors' report has been approved by the board and is signed on its behalf by:

Mantraraj Budhdev
Company Secretary

5 March 2025

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the group's financial statements in accordance with applicable United Kingdom law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the group and parent company financial statements in accordance with UK adopted International Accounting Standards ('UK-adopted IFRS') as issued by the International Accounting Standards Board ('IASB') and in accordance with the Companies Act 2006. Under company law the directors must not approve the group's financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and the company and of the profit or loss of the group and the company for that period.

In preparing these financial statements the directors are required to:

- Select suitable accounting policies in accordance with IAS 8 accounting policies, changes in accounting estimates and errors and then apply them consistently
- Make judgements and accounting estimates that are reasonable and prudent
- Present information in a manner that provides relevant, reliable, comparable and understandable information
- Provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the group and company financial position and financial performance
- In respect of the group financial statements, state whether UK-adopted International Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements
- In respect of the parent company financial statements, state whether UK-adopted International Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements
- Prepare the financial statements on the going concern basis unless it is appropriate to presume that the company and/or the group will not continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's and group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group and enable them to ensure that the company and the group financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the group and parent company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a strategic report, directors' report, directors' remuneration report and corporate governance statement that comply with that law and those regulations. The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website.

Each of the directors confirms that, to the best of their knowledge:

- That the consolidated financial statements, prepared in accordance with UK-adopted International Accounting Standards give a true and fair view of the assets, liabilities, financial position and profit of the parent company and undertakings included in the consolidation taken as a whole
- That the annual report, including the strategic report, includes a fair review of the development and performance of the business and the position of the company and undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face
- That they consider the annual report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the company's position, performance, business model and strategy

By order of the board.

Justin Ash
Chief Executive Officer

5 March 2005

Harbant Samra
Chief Financial Officer

5 March 2005