

Shareholder information

Spire Healthcare group websites

Shareholders are encouraged to visit our websites at www.spirehealthcare.com, www.vitahealthgroup.co.uk, www.londondoctorsclinic.co.uk and spireoccupationalhealth.com which have a wealth of information about the company and the services it offers.

There is a section designed specifically for investors at www.investors.spirehealthcare.com where shareholder and media information can be accessed. This year's annual report and notice of annual general meeting can also be viewed there.

Registered office and group head office

Spire Healthcare Group plc
3 Dorset Rise
London EC4Y 8EN
Tel +44 (0)20 7427 9000
Fax +44 (0)20 7427 9001
Registered in England and Wales No. 09084066

Shareholder enquiries

All shareholder enquiries regarding your shares should be addressed to the company's share registrar at the address on page 178, or as follows:

Equiniti Limited

Tel (UK only) 0371 384 2030*
Tel (non-UK) +44 (0)121 415 7047
For the hard of hearing, Equiniti Limited offers a special Textel service that can be accessed by dialling 0371 384 2255*
(or +44 (0)121 415 7028 from outside the UK).

Managing your shares

Please contact our registrar, Equiniti Limited, to manage your shareholding if you wish to:

- Register for electronic communications
- Transfer your shares
- Change your registered name or address
- Register a lost share certificate and obtain a replacement
- Consolidate your shareholdings
- Manage your dividend payments
- Notify the death of a shareholder

When contacting Equiniti Limited or registering online, you should have your shareholder reference number at hand. This can be found on your share certificate or latest dividend confirmation. You can manage your shareholding online by registering for Shareview at www.shareview.co.uk. This website has a 'frequently asked questions' section which addresses the most common shareholder problems.

All other shareholder enquiries not related to the share register should be addressed to the company secretary at the registered office or emailed to companysecretary@spirehealthcare.com.

Electronic shareholder communications

Registering for online communications gives shareholders more control of their shareholding. The registration process is via our registrar's secure website at www.shareview.co.uk. Once registered you will be able to:

- Elect how we communicate with you
- Amend your details
- Amend the way you receive dividends
- Buy or sell shares online

This does not mean shareholders can no longer receive paper copies of documents if they so wish. We are able to offer a range of services and tailor communication to meet your needs.

Share dealing services

UK resident shareholders can sell shares on the internet or by phone using Equiniti Limited's Shareview Dealing facility by either logging onto www.shareview.co.uk/dealing or by calling 0345 603 7037 between 8.00am and 4.30pm on any business day (excluding bank holidays).

In order to gain access to this service, the shareholder reference number is required, which can be found at the top of the Company's share certificates.

ShareGift

It may be that you have a small number of shares which would cost you more to sell than they are worth. It is possible to donate these to ShareGift, a registered charity, who provide a free service to enable you to dispose charitably of such shares. There are no implications for Capital Gains Tax purposes (no gain or loss) on gifts of shares to charity and it is also possible to obtain income tax relief. More information on this service can be obtained from www.sharegift.org or by calling +44 (0)207 930 3737.

Dividend mandate

If you are a shareholder who has a UK bank or building society account, you are recommended to arrange payment electronically through a bank or building society mandate. There is no fee for this service and notification confirming details of any dividend payment will be sent to your registered address. Please contact Equiniti on 0371 384 2030 or download an application form from www.shareview.co.uk.

Overseas dividend payment service

Equiniti Limited provides a dividend payment service to over 30 countries that automatically converts payments into the local currency by an arrangement with Citibank Europe PLC. Further details, including an application form and terms and conditions of the service, are available on www.shareview.co.uk or from Equiniti Limited by calling +44 (0)121 415 7047 or writing to them at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA (please quote Overseas Payment Service with the Company name and your shareholder reference number).

* Lines are open from 8.30am to 5.30pm, Monday to Friday, UK time.

Shareholder information continued

Shareholder security

From time-to-time, in common with other listed companies, shareholders may receive unsolicited phone calls or correspondence concerning investment matters. These are typically from overseas-based 'brokers' who target UK shareholders, using persuasive and high-pressure tactics to lure investors into scams in what often turn out to be worthless, non-existent or high-risk shares in US or UK investments. These operations are commonly known as 'boiler rooms'.

Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports. Further information on how to avoid share fraud or to report a scam can be found on our website at www.spirehealthcare.com.

2024 financial calendar

2024 annual general meeting	9 May 2024
Final dividend record date	24 May 2024
Final dividend payment date	21 June 2024
Announcement of 2024 half year results	12 September 2024

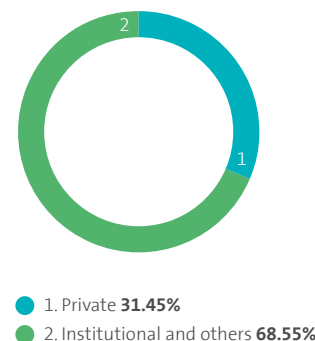
Analysis of ordinary shareholders

Holding of ordinary shares as at 31 December 2023

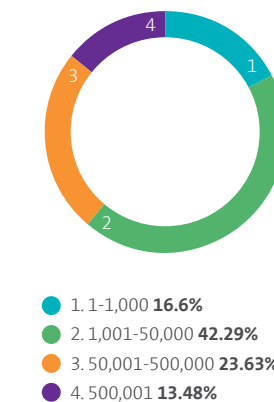
Investor type	Private		Institutional and other		Total	
	2023	2022	2023	2022	2023	2022
Number of holders	161	147	351	355	512	502
Percentage of holders	31.45%	29.28%	68.55%	70.72%	100%	100%
Percentage of shares held	0.20%	0.17%	99.80%	99.83%	100%	100%

Investor type	1-1,000		1,001-50,000		50,001-500,000		500,001+	
	2023	2022	2023	2022	2023	2022	2023	2022
Number of holders	85	74	237	250	121	106	69	72
Percentage of holders	16.60%	14.74%	46.29%	49.80%	23.63%	21.12%	13.48%	14.34%
Percentage of shares held	0.01%	0.01%	0.68%	0.76%	5.55%	4.67%	93.76%	94.56%

Shareholders percentage by shareholder



Shareholders percentage by shareholding



Corporate advisers

Auditor
Ernst & Young LLP
1 More London Place
London SE1 2AF

Brokers

J.P. Morgan Cazenove
25 Bank Street
Canary Wharf
London E14 5JP

Remuneration consultants
Deloitte LLP
2 New Street Square
London EC4A 3BZ

Deutsche Numis
45 Gresham Street
London EC2V 7BF

Registrar
Equiniti Limited
Aspect House
Spencer Road
Lancing
West Sussex BN99 6DA

Legal advisers
Freshfields Bruckhaus
Deringer LLP
100 Bishopsgate
London EC2P 2SR

Alternative performance measures definitions

Performance measure	Definition	Purpose
Adjusted operating profit; or, adjusted EBIT	Operating profit, less adjusting items before interest and tax.	Provides a comparable measure of operating profit performance over time.
Conversion of adjusted EBITDA to cash	Adjusted EBITDA divided by operating cash flows before adjusting items and taxation.	Intends to show the group's efficiency at converting adjusted EBITDA into cash.
Adjusted EBITDA	Adjusted EBITDA is calculated as operating profit, adjusted to add back depreciation, and adjusting items.	Adjusted EBITDA shows the group's earning power independent of capital structure and tax situation with the purpose of simplifying comparisons with other companies in the same industry as it excludes non-cash accounting entries, such as depreciation.
Adjusted EBITDA margin	Adjusted EBITDA as a percentage of revenue.	Provides a comparable performance metric, expressed as a percentage of revenues.
Net debt	Interest-bearing liabilities, less cash and cash equivalents.	Measurement of net group indebtedness for covenant purposes.
Net bank debt	Interest-bearing liabilities, excluding borrowing costs, less cash and cash equivalents.	Measurement of net group indebtedness.
Pre IFRS 16	Reported numbers before applying the effects of IFRS 16 Leases.	To provide an understanding of the impact of IFRS 16 to the reported numbers and allow comparison to previously reported numbers.
Net debt/EBITDA	Net debt at the end of the period divided by EBITDA.	Indicates the group's ability to service its debt from cash earnings.
Clinical staff costs as a percentage of revenue	Clinical staff costs and medical fees as a percentage of revenue.	Provides a comparable measure of cost performance over time in relation to revenue activity.
Other direct costs as a percentage of revenue	Other direct costs include, direct costs and medical fees as a percentage of revenue.	Provides a comparable measure of cost performance over time in relation to revenue activity.

Glossary

The following definitions apply throughout the Annual Report 2023, unless the context requires otherwise:

Act	The Companies Act 2006, as amended	QUIN	commissioning for quality and innovation payment which is earned for meeting quality targets on NHS work	FRC	the Financial Reporting Council	IFRS	International Financial Reporting Standards, as adopted by the EU
Acute care	active but short-term treatment for a severe injury or episode of illness	CRC Energy Efficiency Scheme	the CRC (Carbon Reduction Commitment) scheme aims to incentivise energy efficiency and cut emissions in large energy users in the UK's public and private sectors	FTSUG	Freedom to Speak Up Guardian	IPO	initial public offering of shares to certain institutional and other investors
Adjusted EBITDA	Adjusted EBITDA is calculated as operating profit, adjusted to add back depreciation, and adjusting items	CREST	the UK-based system for the paperless settlement of trades in listed securities, of which Euroclear UK and Ireland Limited is the operator	GDP	gross domestic product	IRIS	Inclusive Recognition of Inspirational Staff
Admission	the admission of the shares to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities	CRM	customer relationship management system/software	GDPR	General Data Protection Regulation	ISO 14001	environmental management system
Articles	the articles of association of the company	CT	computerised tomography	GHG	greenhouse gas	ISO 18001	health and safety management system
Board	the board of directors of the company	DAISY	Diseases Attacking the Immune System	GIRFT	Getting it Right First Time	ITU	Intensive Therapy Unit
CAGR	compound annual growth rate	Directors	the executive directors and non-executive directors	GMC	General Medical Council	JAG accreditation	The Joint Advisory Group on Gastrointestinal Endoscopy (JAG) accreditation: formal recognition an endoscopy service has the competence to deliver against measures in the Endoscopy Global Rating Scale standards
Cardiology	specialty which encompasses the treatment of patients with cardiovascular disease	DPA	Data Protection Act	GP	General practitioner	KPI	key performance indicator
CGSC	Clinical governance and safety committee	DSBP	Deferred Share Bonus Plan	GPG	Gender Pay Gap	Listing Rules	the listing rules of the FCA made under section 74(4) of the Financial Services and Markets Act 2000
CMA	the UK Competition and Markets Authority	EBITDA	Earnings before interest, tax, depreciation and amortisation	Group	Spire Healthcare Group plc and its subsidiaries	LTIP	Long Term Incentive Plan
Company	Spire Healthcare Group plc	EPS	earnings per share	HD	Hospital director	MAC	Medical advisory committee
CQC	Care Quality Commission	eRS	Electronic Referral System	Health & Safety Act	The Health & Safety at Work etc Act 1974	MHFA	Mental Health First Aid
CO₂e	carbon dioxide equivalent	EU	the European Union	HIS	Health Improvement Scotland	MQEM	Macmillan Quality Environment Mark
		Executive directors	the executive directors of the company	HIW	Health Inspectorate Wales	MRI	magnetic resonance imaging
		FCA	the Financial Conduct Authority	HMRC	HM Revenue & Customs	NDC	Spire Healthcare's national distribution centre in Droitwich
				HSE	Health and Safety Executive		
				ICBs	Integrated Care Boards: NHS organisation which plans how to meet local population health needs, associated budget and provision.		
				ICSSs	Integrated Care Systems: Partnerships of NHS organisations, local authorities and others to collectively plan services.		

Glossary continued

NHS	the National Health Services in England, Scotland, Wales and Northern Ireland, collectively	Registration regulations	the Care Quality Commission (Registration) Regulations 2009	UKAS	UK Accounting Standards
NI	National Insurance	Regulated activities regulations	the Health and Social Care Act 2008 (Regulated Activities) Regulations 2010	UK Code	the UK Corporate Governance Code issued by the Financial Reporting Council, as amended from time-to-time
NIC	National Insurance Contributions	RIDDOR	Reporting of Injuries, Diseases and Dangerous Occurrences Regulations	YOY	Year on year
NJR	National Joint Registry: records, monitors, analyses and reports on performance outcomes in joint replacement surgery	ROCE	return on capital employed		
Non-executive directors	the non-executive directors of the company	SAP	global software developer/ software		
Official List	the record of whether a company's shares are officially listed, maintained by the FCA (the UKLA Official List)	SDG	Sustainable Development Goal, set by the United Nations		
Oncology	specialty which encompasses the treatment of people with cancer	Self-pay	when a procedure or treatment provided is funded by the patient directly		
PHIN	Private Healthcare Information Network	SEQOHS	Safe Effective Quality Occupational Health Service, benchmarks for occupational health services		
PILON	payment in lieu of notice	Shareholders	the holders of shares in the capital of the company		
PMI	Private medical insurance	Shares	the ordinary shares of 1 pence each in the company, having the rights set out in the articles		
PPE	property, plant and equipment	tCO₂e	tonnes of carbon dioxide equivalent		
PROMs	Patient Reported Outcome Measures	TSR	total shareholder return		
PSIRF	Patient Safety Incident Response Framework	UK	the United Kingdom of Great Britain and Northern Ireland		
Registrar	Equiniti Limited				

Forward-looking statements

Important information: forward-looking statements

These materials contain certain forward-looking statements relating to the business of Spire Healthcare Group plc (the 'company') and its subsidiaries (collectively, the 'group'), including with respect to the progress, timing and completion of the group's development, the group's ability to treat, attract, and retain patients and customers, its ability to engage consultants and GPs and to operate its business and increase referrals, the integration of prior acquisitions, the group's estimates for future performance and its estimates regarding anticipated operating results, future revenue, capital requirements, shareholder structure and financing. In addition, even if the group's actual results or development are consistent with the forward-looking statements contained in this presentation, those results or developments may not be indicative of the group's results or developments in the future. In some cases, you can identify forward-looking statements by words such as 'could,' 'should,' 'may,' 'expects,' 'aims,' 'targets,' 'anticipates,' 'believes,' 'intends,' 'estimates,' or similar words. These forward-looking statements are based largely on the group's current expectations as of the date of this presentation and are subject to a number of known and unknown risks and uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievement expressed or implied by these forward-looking statements. In particular, the group's expectations could be affected by, among other things, uncertainties involved in the integration of acquisitions or new developments, changes in legislation or the regulatory regime governing healthcare in the UK, poor performance by consultants who practice at our facilities, unexpected regulatory actions or suspensions, competition in general, the impact of global economic changes, and the group's ability to obtain or maintain accreditation or approval for its facilities or service lines. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements made during this presentation will in fact be realised and no representation or warranty is given as to the completeness or accuracy of the forward-looking statements contained in these materials.

The group is providing the information in these materials as of this date, and we disclaim any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.