

Spire Healthcare Group plc - Resolutions passed at the AGM on 21 May 2015

AT THE ANNUAL GENERAL MEETING of the Company held on 21 May 2015, the following special business was passed:

As an ordinary resolution:

DIRECTORS' AUTHORITY TO ALLOT SHARES (Resolution 17)

THAT the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "Companies Act 2006") to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert any security into shares (as defined in Section 551(1) of the Companies Act):

- (a) up to a nominal amount of £1,336,938; and
- (b) comprising equity securities (as defined in Section 560(1) of the Companies Act) up to a further nominal amount of £1,336,938 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act and to expire at the end of the next Annual General Meeting or on 20 August 2016, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends.

For the purposes of this Resolution "rights issue" means an offer to ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings, to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

As special resolutions:

AUTHORITY TO ALLOT SHARES FOR CASH (Resolution 18).

THAT, subject to the passing of Resolution 17 above, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Companies Act) wholly for cash:

- (a) pursuant to the authority given by paragraph (a) of Resolution 13 above or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act in each case:
 - (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £200,540 and
- (b) pursuant to the authority given by paragraph (b) of Resolution 17 above in connection with a rights issue,

as if Section 561(1) of the Companies Act did not apply to any such allotment; such power to expire at the end of the next Annual General Meeting or on 20 August 2016, whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

For the purposes of this Resolution:

- (a) "rights issue" has the same meaning as in Resolution 13 above;
- (b) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- (c) references to an allotment of equity securities shall include a sale of treasury shares; and
- (d) and the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

AUTHORITY FOR THE COMPANY TO CALL A GENERAL MEETING ON 14 CLEAR DAYS' NOTICE (Resolution 19)

THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Certified to be a true copy



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Dan Toner

Group Company Secretary,
Spire Healthcare Group plc