

# Shareholder admittance card for the 2019 Annual General Meeting ('AGM')

The 2019 AGM of Spire Healthcare Group plc (the 'Company') will be held at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS on Thursday, 16 May 2019 at 11.00am.



## ATTENDANCE AT 2019 AGM

If you intend to be present at the AGM please sign this card and present it at the Registration Desk on arrival in order to assist the admittance procedures. If you appoint a proxy, it is not necessary to hand this card to your proxy.

The Registration Desk will exchange this card for a voting pass.

Signature

Date

## 2019 FORM OF PROXY

+

Voting ID

Task ID

Shareholder Reference Number

I/We being a holder/holders of ordinary shares of Spire Healthcare Group plc (the 'Company') and entitled to vote at the AGM hereby appoint the Chairman of the AGM or (see note 5)

Name

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement\* on my/our behalf at the AGM to be held at 11.00am on Thursday, 16 May 2019 and at any adjournment thereof. This Form of Proxy is to vote on the resolutions detailed on this card. Please indicate with a mark X in each case how you wish the proxy to vote on your behalf or if you wish them to abstain from voting. In the absence of any such indication and in relation to any other business arising at the AGM the proxy will vote or withhold your vote at his or her discretion.

Please tick here if this proxy appointment is one of multiple appointments being made\*.

Signature

Date

Please ensure when posting this Form that both the admittance card and proxy notes are detached and retained for your use.

(\*For the appointment of more than one proxy, please refer to Note 3 overleaf.)

+

For use at the AGM to be held at the offices of Freshfields Bruckhaus Deringer LLP, Northcliffe House, 65 Fleet Street, London EC4Y 1HS on Thursday, 16 May 2019 at 11.00am.

+

Resolutions

1. Receive and adopt the 2018 Annual Report and Accounts
2. Approve the Directors' Remuneration Report
3. Approve the 2018 Final dividend
4. Re-election of Adèle Anderson
5. Re-election of Justin Ash
6. Re-election of Tony Bourne
7. Re-election of Professor Dame Janet Husband
8. Re-election of Simon Rowlands
9. Re-election of Garry Watts
10. Election of Martin Angle
11. Election of Jitesh Sodha
12. Election of Dr Ronnie van der Merwe
13. Reappointment of Ernst & Young as auditors
14. Authorise the Directors to determine the auditor's remuneration
15. Authorise political expenditure
16. Renew the Directors' authority to allot shares

For      Against      Withheld

	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1. Receive and adopt the 2018 Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approve the 2018 Final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Adèle Anderson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Justin Ash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election of Tony Bourne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-election of Professor Dame Janet Husband	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-election of Simon Rowlands	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-election of Garry Watts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Election of Martin Angle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Election of Jitesh Sodha	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Election of Dr Ronnie van der Merwe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Reappointment of Ernst & Young as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorise the Directors to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Authorise political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Renew the Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

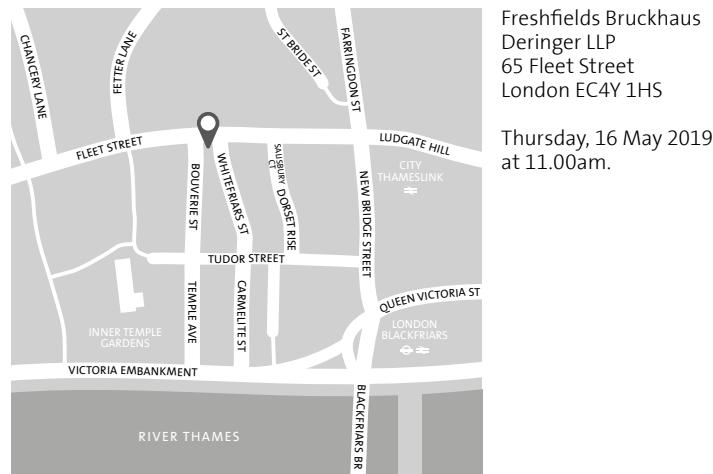
17. Renew the Directors' authority to disapply pre-emption rights
18. Renew the Directors' authority to disapply pre-emption rights for an acquisition or specified capital investment
19. Authorise the Company to purchase its own shares
20. Authorise general meetings, other than an annual general meeting, to be held on 14 clear days' notice

+

Please see Notes on completion and use overleaf.

**Form of Proxy (the 'Form') – Notes on completion and use**

1. Full details of the resolutions to be proposed at the AGM, with explanatory notes, are set out in the notice of Meeting (the 'Notice').
2. A Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to exercise all or any of his/her rights to attend and speak and vote at the AGM in his/her place. A Shareholder so entitled may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder.
3. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar on 0371 384 2030 (UK only) or +44 121 415 7047 (from outside the UK). Lines are open 8.30am to 5.30pm Monday to Friday. Alternatively, you may photocopy the Form. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. The appointment of a proxy will not preclude a Shareholder from attending the AGM and voting in person if they subsequently wish to do so.
5. Shareholders who wish to appoint a proxy other than the Chairman of the AGM, should insert that proxy's name in the space provided, delete the words 'the Chairman of the AGM or' and initial the alteration. A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the AGM, please insert the name of your chosen proxy holder in the space provided (see overleaf). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if the Form has been issued in respect of a designated account for a Shareholder, the full voting entitlement for that designated account).
6. The 'Vote Withheld' option is provided to enable the appointor to withhold his/her vote on any particular resolution. It should be noted that a withheld vote is not considered to be a vote in law and will not be counted in the proportion of votes 'For' and 'Against' a resolution.
7. The Form: (i) in the case of an individual, must either be signed by the appointor or his/her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
8. To be effective, the Form, together with any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must either be: (a) sent to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive no later than 11.00am on Tuesday, 14 May 2019 or, if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM; or (b) lodged using the CREST Proxy Voting Service. Alternatively, Electronic Proxy Appointment ('EPA') is available for this AGM. To use this facility you must visit [www.sharevote.co.uk](http://www.sharevote.co.uk) where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on the Proxy Form will be required to complete the procedure. EPA will not be valid if received after 11.00am on Tuesday, 14 May 2019 and will not be accepted if found to contain a computer virus.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the AGM, and the number of votes which may be cast at the AGM, will be determined by reference to the Company's register of members at 6.30pm on Tuesday, 14 May 2019 or, if the AGM is adjourned, at 6.30pm on the day two days before the day fixed for the adjourned AGM (as the case may be). In each case, changes to the register of members after such time will be disregarded in determining the rights of any person to attend and vote at the AGM.
10. In the case of joint holders, only one need sign the Form but, if more than one holder votes, the vote of the senior holder who tenders a vote will be accepted to the exclusion of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
11. Any proxy appointed pursuant to the Form will vote as indicated by the Form. For any other business arising at the AGM, including any proper procedural resolution not listed on the Notice, the proxy will vote at his/her discretion.
12. CREST participants may lodge their proxy appointments via CREST. Please refer to Note 9 on page 5 of the Notice. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA19) not later than 48 hours before the time (as determined by timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. Any alterations to the Form must be initialled by the person who signs it.



Freepost RTHJ-CLLL-KBKA  
Equiniti  
Aspect House  
Spencer Road  
Lancing  
BN99 8LU