

Shareholder admittance card for the 2023 Annual General Meeting ('AGM')

The 2023 AGM of Spire Healthcare Group plc will be held at 3 Dorset Rise, London EC4Y 8EN on Thursday, 11 May 2023 at 11.00am.



ATTENDANCE AT 2023 AGM

The Company expects that shareholders will be able to attend the AGM in person but are advised to monitor the Company's website at www.spirehealthcare.com/agm for the latest information on any restrictions or additional procedures that will be in place at the AGM or any changes to the current arrangements. You should use the Form of Proxy below to cast your vote at the 2023 AGM.

2023 FORM OF PROXY

For use at the AGM to be held at 3 Dorset Rise, London EC4Y 8EN on Thursday, 11 May 2023 at 11.00am.

	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
..... in respect of
.....number of shares as my/our proxy to exercise all or
any of my/our rights to vote in respect of my/our voting entitlement on
my/our behalf at the AGM to be held at 11.00am on Thursday, 11 May
2023 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.

Signature _____ Date _____

Signature

Date _____

Resolutions

1. Receive and adopt the 2022 Annual Report and Accounts
2. Approve the Directors' Remuneration Report
3. Approve a final dividend
4. Re-election of Martin Angle
5. Re-election of Justin Ash
6. Re-election of Sir Ian Cheshire
7. Re-election of Professor Dame Janet Husband
8. Re-election of Jenny Kay
9. Re-election of Professor Clifford Shearman
10. Re-election of Jitesh Sodha
11. Re-election of Dr Ronnie van der Merwe
12. Election of Paula Bobbett
13. Election of Natalie Ceeney
14. Election of Debbie White
15. Reappointment of Ernst & Young as auditors
16. Authorise the Directors to determine the auditor's remuneration
17. Authorise political expenditure
18. Renew the Directors' authority to allot shares

[illegible]

Special Resolutions

19. Renew the Directors' authority to disapply pre-emption rights
20. Renew the Directors' authority to disapply pre-emption rights for an acquisition or specified capital investment
21. Authorise the Company to purchase its own shares
22. 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. The Company expects that shareholders will be able to attend the AGM in person but are advised to monitor the Company's website at www.spirehealthcare.com/agm for the latest information on any restrictions or additional procedures that will be in place at the AGM or any changes to the current arrangements. No refreshments will be served at the venue. A Shareholder of the Company entitled to vote at the AGM should appoint the Chairman of the Meeting as proxy to exercise all or any of his/her rights to vote at the AGM in his/her place.
3. Shareholders should appoint the Chairman of the Meeting to be their proxy. 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).
4. 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.
5. 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 on 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.
6. 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 Monday, 9 May 2022 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 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, 9 May 2023 and will not be accepted if found to contain a computer virus.
7. 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, 9 May 2023 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.
8. 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.
9. The Chairman of the Meeting when appointed as proxy 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.
10. CREST participants may lodge their proxy appointment via CREST. Please refer to Note 8 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.
11. Any alterations to the Form must be initialled by the person who signs it.