

Spire Healthcare Group plc
(the "Company")

Company No: 09084066

TUESDAY



A08 *A77GSWI9* #147
05/06/2018
COMPANIES HOUSE

Resolutions passed at the Annual General Meeting

AT THE ANNUAL GENERAL MEETING of the Company held on Thursday, 24 May 2018, the following resolutions were passed:

As an ordinary resolution:

DIRECTORS' AUTHORITY TO ALLOT SHARES (Resolution 15)

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

- (a) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Companies Act) of £1,336,938 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in Section 560(1) of the Companies Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Companies Act) of £2,673,876 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer or invitation by way of a rights issue. These authorisations shall expire at the end of the next annual general meeting or on 23 August 2019, whichever is the earlier, save that the Company may, at any time before such expiry, make any offer, agreement or other arrangement which would, or might, require shares to be allotted or rights to be granted after such expiry and the Board may allot shares, or grant rights to subscribe for or to convert any security into shares pursuant to any such offer, agreement or other arrangement as if the authorisations conferred hereby had not expired and provided that these authorisations shall be in substitution for and to the exclusion of all previous authorities conferred on the Directors to allot relevant securities.

For the purposes of this Resolution 'rights issue' means an offer to Shareholders in proportion (as nearly as may be practicable) to their existing holdings, to subscribe for 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 appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever.

As special resolutions:

DISAPPLICATION OF PRE-EMPTION RIGHTS (Resolution 16)

THAT, subject to the passing of Resolution 15 above, the Directors be empowered pursuant to Sections 570(1) and 573 of the Companies Act to:

- (a) allot equity securities (as defined in Section 560 of the Companies Act) of the Company for cash pursuant to the authority conferred by Resolution 15 above; and
- (b) sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares for cash,

as if Section 561 of the Companies Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under Resolution 15(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale, but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or under any other matter whatsoever; and
- (ii) in the case of the authorisation granted under Resolution 15(a) above (or in the case of any transfer of treasury shares) and otherwise than pursuant to paragraph (i) of this Resolution, up to an aggregate nominal amount of £200,540;

and shall expire at the end of the next annual general meeting or on 23 August 2019, whichever is the earlier, save that the Company may, at any time before such expiry, make any offer, agreement or other arrangement which would, or might, require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Board may allot equity securities, or sell treasury shares pursuant to any such offer, agreement or other arrangement as if the power conferred hereby had not expired.

DISAPPLICATION OF PRE-EMPTION RIGHTS FOR AN ACQUISITION OR SPECIFIED CAPITAL INVESTMENT (Resolution 17)

THAT, subject to the passing of Resolutions 15 and 16 above, and in addition to the power given by that Resolution 16, the Directors be given power pursuant to Sections 570(1) and 573 of the Companies Act to:

- (a) allot equity securities (as defined in Section 560 of the Companies Act) of the Company for cash pursuant to the authority conferred by paragraph (a) of that Resolution 16 above; and
- (b) sell ordinary shares (as defined in Section 560(1) of the Companies Act) held by the Company as treasury shares for cash,

as if Section 561 of the Companies Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares otherwise than pursuant to the said Resolution 16, up to an aggregate nominal amount of £200,540 and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of the notice of the annual general meeting, and shall expire at the end of the next annual general meeting or on 23 August 2019, whichever is the earlier, save that the Company may, at any time before such expiry, make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (Resolution 18)

THAT the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act to make market purchases (within the meaning of Section 693(4) of the Companies Act) of any of its ordinary shares in the capital of the Company on such terms and in such manner as the Directors may determine from time to time, provided that:

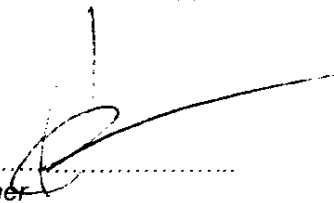
- (a) the maximum number of ordinary shares hereby authorised to be purchased is 40,108,139, representing 10% of the issued share capital of the Company as at 22 April 2018;

- (b) the minimum price which may be paid for each ordinary share is £0.01, which amount shall be exclusive of expenses;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to the higher of:
 - (i) 105% of the average of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange Plc for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
 - (ii) the higher of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, as stipulated by Regulatory Technical Standards adopted by the European Commission pursuant to Article 5(6) of the Market Abuse Regulation (EU) (No. 596/2014);
- (d) unless previously renewed, revoked or varied by the Company in a general meeting, this authority shall expire at the end of the next annual general meeting or on 23 August 2019, whichever is the earlier; and
- (e) the Company may, before the expiry of this authority, make a contract to purchase ordinary shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it, as if this authority had not expired.

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