



A17 23/05/2023 #140  
COMPANIES HOUSE

**Spire Healthcare Group plc**  
(the "Company")

**Company No: 09084066**

### **Resolutions passed at the Annual General Meeting**

AT THE ANNUAL GENERAL MEETING of the Company held on Thursday, 11 May 2023, the following resolutions were passed:

As an ordinary resolution:

#### **DIRECTORS' AUTHORITY TO ALLOT SHARES (Resolution 18)**

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 £1,346,896 (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 £2,693,792 (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 fully pre-emptive offer.

These authorisations shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next annual general meeting or on 10 August 2024, 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.

As special resolutions:

#### **DISAPPLICATION OF PRE-EMPTION RIGHTS (Resolution 19)**

THAT, subject to the passing of Resolution 18, the Directors be generally empowered pursuant to Section 570 and Section 573 of the Companies Act to allot equity securities (as defined in the Companies Act) for cash, pursuant to the authority given by Resolution 18, as if Section 561(1) of the Companies Act did not apply to the allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 10 August 2024), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) shall be limited to:
  - (i) the allotment of equity securities in connection with an offer of equity securities:
    - (A) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

- (B) to people who are holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter arising in connection with such offer; and

(ii) in the case of the authority given under Resolution 18(a), the allotment of equity securities (otherwise than pursuant to paragraph (b)(i) and paragraph (b)(iii)) up to an aggregate nominal amount of £404,109; and

(iii) when any allotment of equity securities is or has been made pursuant to paragraph (b)(ii) (a paragraph (b)(ii) allotment), the allotment of additional equity securities (also pursuant to the authority given under Resolution 18(a)) up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (b)(ii) allotment, provided that any allotment pursuant to this paragraph (b)(iii) is for the purposes of a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of 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 meeting; and

- (c) applies in relation to a sale of shares which is an allotment of equity securities by virtue of Section 560(3) of the Companies Act as if in the first paragraph of this resolution the words 'pursuant to the authority given by Resolution 18' were omitted.

**DISAPPLICATION OF PRE-EMPTION RIGHTS FOR AN ACQUISITION OR SPECIFIED CAPITAL INVESTMENT (Resolution 20)**

THAT, subject to the passing of Resolution 18 and in addition to any power given to them pursuant to Resolution 19, the Directors be generally empowered pursuant to Section 570 and Section 573 of the Companies Act to allot equity securities (as defined in the Companies Act) for cash, pursuant to the authority given by Resolution 18, as if Section 561(1) of the Companies Act did not apply to the allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 10 August 2024), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

- (b) in the case of the authority given under Resolution 18(a), shall be limited to:

(i) the allotment of equity securities (otherwise than pursuant to paragraph (b)(ii)) up to an aggregate nominal amount of £404,109, provided that the allotment is for the purposes of financing (or refinancing, if the power is used within twelve months of the original transaction) a transaction which the Directors determine to be an acquisition or specified 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; and

(ii) when any allotment of equity securities is or has been made pursuant to paragraph (b)(i) ('a paragraph (b)(i) allotment'), the allotment of equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (b)(i) allotment, provided that any allotment pursuant to this paragraph (b)(ii) is for the purposes of a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles

on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the Notice; and

- (c) applies in relation to a sale of shares which is an allotment of equity securities by virtue of Section 560(3) of the Companies Act as if in the first paragraph of this resolution the words 'pursuant to the authority given by Resolution 18' were omitted.

**AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (Resolution 21)**

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 40,410,929, representing 10 per cent. of the issued share capital of the Company as at 27 March 2023;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is £0.01, being the nominal value of an ordinary share;
- (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 per cent. 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 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 venue 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 10 August 2024, whichever is 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 22)**

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*



Philip Davies  
Company Secretary  
Spire Healthcare Group plc