

ASX ANNOUNCEMENT

28th June 2021

RECOMMENDED CASH OFFER FOR SPIRE HEALTHCARE – CHANGE OF COURT DATES

On June 15th 2021 Ramsay Health Care (ASX:RHC) (Ramsay) announced the publication of the Scheme Document in connection with the proposed acquisition of the issued and to be issued share capital of Spire Healthcare Group plc (Spire). Since publication of the Scheme Document, Spire has booked the Court Hearing (assuming the relevant resolutions are duly passed at the Court Meeting and the General Meeting) for 21 July 2021. Spire has issued a release (attached) today updating the expected timetable for the transaction.

The release of this announcement has been authorised by the Ramsay Health Care Disclosure Committee.

For Further Information Contact:

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28 June 2021

Spire Healthcare Group plc

Update on Court Meeting and General Meeting to be held on 12 July 2021

Arrangements for the Meetings

On 15 June 2021, Spire Healthcare Group plc (the “**Company**”) announced the publication of the scheme circular in connection with the proposed acquisition of the issued and to be issued share capital of the Company by Ramsay Health Care (UK) Limited (the “**Scheme Document**”) which contains, among other things, notices of the Court Meeting and the General Meeting (together, the “**Meetings**”) to be held on 12 July 2021 at 10.30 a.m. and 10.45 a.m. (or as soon thereafter as the Court Meeting concludes or is adjourned) respectively at the offices of J.P. Morgan, 60 Victoria Embankment, London EC4Y 0JP.

Capitalised terms in this announcement (the “**Announcement**”), unless otherwise defined, have the same meanings as set out in the Scheme Document. All references to times in this Announcement are to London times unless otherwise stated.

The Company has continued to monitor closely public health guidance and the UK Government’s regulations in response to the COVID-19 pandemic. Following the UK Government’s announcement on 14 June 2021 that lockdown restrictions will remain in place for a further period (and subject to further developments in this regard), the Company confirms that the Meetings will take place as open meetings in accordance with the procedures stated in the Notice of Court Meeting and Notice of General Meeting set out in Part IX and Part X respectively of the Scheme Document, subject to the Meetings proceeding in a COVID-19 secure manner. This unfortunately necessitates some constraints in relation to the Meetings, including limits on capacity at the venue.

In light of the continued impact of the pandemic and in the interests of Spire Shareholders’ wellbeing, the Company strongly encourages Spire Shareholders and their proxies not to attend the venue for the Meetings in person. Instead, Spire Shareholders are requested to vote in advance of the Meetings by appointing the Chair of the relevant Meeting as proxy using one of the procedures set out in the section titled “*Action to be taken*” on pages 1 to 5 of the Scheme Document and as described in the Forms of Proxy.

As described in the Scheme Document, the Company remains firmly committed to encouraging shareholder engagement on the business of the Meetings. As such, Spire Shareholders (and their duly appointed proxies) will be able to access and follow the business of the Meetings remotely via the virtual meeting platform hosted by Lumi (the “**Virtual Meeting Platform**”). In respect of the Court Meeting only, Scheme Shareholders (and their duly appointed proxies) will also be permitted to attend, raise any objections and vote remotely at the Court Meeting via the Virtual Meeting Platform. However, due to constraints in the Spire Articles of Association, Spire Shareholders (including their duly appointed proxies) will not be permitted to vote remotely at the General Meeting via the Virtual Meeting Platform, even if they are following the business of the General Meeting remotely via the Virtual Meeting Platform. Spire Shareholders are therefore strongly encouraged to appoint the Chair of the General Meeting as their proxy in advance of the General Meeting using one of the procedures set out in the Scheme Document.

Further information on the Meetings, including how to access the Virtual Meeting Platform, is available on the Company’s website at www.spirehealthcare.com.

Notwithstanding this request, should any Spire Shareholder or their duly appointed proxy wish to attend the venue for the Meetings in person, they are kindly requested to notify the Company of their attendance by no later than 6.30 p.m. on 8 July 2021 by emailing: companysecretary@spirehealthcare.com. Spire Shareholders and their duly appointed proxies attending the venue in person will be asked to fill in an [online health check form](#) which will be emailed to Spire Shareholders and their duly appointed proxies who have confirmed their attendance at the Meetings in advance.

The safety and security of Spire Shareholders, employees and those involved in the running of the Meetings are of paramount importance. As such, the Company regrets that it must reserve the right to refuse entry to the venue, adjourn the Meetings and / or make alternative arrangements if it is not possible to guarantee that the Meetings may proceed in a COVID-19 secure manner, including if the legal limits on the number of people lawfully able to gather at the venue are likely to be exceeded.

The COVID-19 secure measures which will apply at the venue include (without limitation): mandatory wearing of face masks; use of hand sanitisers; exclusion of guests, save in limited circumstances; no interaction between Spire Shareholders and Spire Directors prior to and after the Meetings; and limited or no refreshments being served before or after the Meetings.

The COVID-19 situation is constantly evolving and it is possible that arrangements may need to be changed ahead of the Meetings. The Company will provide an update via a regulatory news service and on its website at www.spirehealthcare.com in the event that arrangements for the Meetings change for any reason.

Timetable update

Since publication of the Scheme Document, the Company has booked the Court Hearing (assuming the relevant resolutions are duly passed at the Court Meeting and the General Meeting) for 21 July 2021. An updated expected timetable for the Transaction is accordingly set out in the Appendix to this Announcement.

Information for Spire Shareholders

If you have any questions in relation to this Announcement, the Scheme Document, the Meetings, or the completion and return of the Forms of Proxy or Forms of Instruction, please telephone Equiniti Limited between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales) on 0371 384 2946 from within the UK or +44 121 415 0851 if calling from outside the UK. The Shareholder Helpline cannot provide advice on the merits of the Scheme nor give any financial, legal or tax advice.

Enquiries:

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APPENDIX

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

All times shown are London times unless otherwise stated. All dates and times are based on Spire's and Ramsay's current expectations and are subject to change. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to Spire Shareholders by announcement through a Regulatory Information Service, with such announcement being made available on Spire's and Ramsay's websites at www.spirehealthcare.com and www.ramsayhealth.com respectively.

Event	Expected time/date
Latest time for lodging Forms of Instruction for:	
Court Meeting (BLUE form)	10.30 a.m. on 7 July 2021
General Meeting (YELLOW form)	10.45 a.m. on 7 July 2021
Latest time for lodging Forms of Proxy for:	
Court Meeting (BLUE form)	10.30 a.m. on 8 July 2021 ⁽¹⁾
General Meeting (YELLOW form)	10.45 a.m. on 8 July 2021 ⁽¹⁾
Voting Record Time	6.30 p.m. on 8 July 2021 ⁽²⁾
Court Meeting	10.30 a.m. on 12 July 2021
General Meeting	10.45 a.m. on 12 July 2021 ⁽³⁾

The following dates are indicative only and subject to change; please see note (4) below

Court Hearing	21 July 2021 ⁽⁴⁾
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, Spire Shares	21 July 2021 ⁽⁴⁾
Scheme Record Time	6.00 p.m. on 21 July 2021 ⁽⁴⁾
Suspension of listing and dealings in Spire Shares	6.00 p.m. on 21 July 2021 ⁽⁴⁾
Effective Date of the Scheme	22 July 2021 ⁽⁴⁾
Cancellation of listing of Spire Shares	8.00 a.m. on 23 July 2021 ⁽⁴⁾
Latest date for despatch of cheques/settlement through CREST for cash consideration due under the Scheme	14 days after the Effective Date
Latest date by which Scheme must be implemented	30 September 2021 ⁽⁵⁾

Notes:

- (1) The BLUE Form of Proxy for the Court Meeting, if not received by 10.30 a.m. on 8 July 2021 (or, if the Court Meeting is adjourned, 48 hours (excluding non-working days) before the adjourned Court Meeting), may be handed to a representative of Spire's Registrars, Equiniti Limited, on behalf of the Chair of the Court Meeting, or to the Chair of the Court Meeting, before the start of that Meeting. However, in order to be valid, the YELLOW Form of Proxy must be received no later than 10.45 a.m. on 8 July 2021 (or, if the General Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Meeting) in order to be valid. Please see "*Action to be taken*" on pages 1 to 5 of the Scheme Document.

- (2) If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the relevant adjourned Meeting will be 6.30 p.m. on the date which is two days (excluding non-working days) before the date set for such adjourned Meeting.
- (3) To commence at 10.45 a.m. or as soon as thereafter as the Court Meeting shall have concluded or adjourned.
- (4) These times and dates are indicative only and will depend on, among other things, the dates upon which (i) the Conditions are satisfied or (where applicable) waived, (ii) the Court sanctions the Scheme, and (iii) the Court Order sanctioning the Scheme is delivered to the Registrar of Companies. If the expected date of the Court Hearing is changed, Spire will give adequate notice of the change by issuing an announcement through a Regulatory Information Service.
- (5) The Scheme is expected to become effective by 22 July 2021, however the parties have agreed that the latest date by which the Scheme must be implemented shall be 30 September 2021. The date may be extended by agreement between Spire and Ramsay UK with the prior consent of the Panel and (if required) the approval of the Court.