

DISCLOSURE UNDER RULE 2.10(C) OF THE TAKEOVER CODE

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For immediate release

25 July 2022

**RECOMMENDED OFFER**

**for**

**CareTech Holdings PLC ("CareTech")**

**by**

**Amalfi Bidco Limited ("Bidco")**

**(a newly formed company indirectly owned by joint offerors Sheikh Holdings Group (Investments) Limited, Belgravia Investments Limited and Kensington Capital Limited, and funds managed by THCS IV GP S.à r.l. and TH Management IV S.à r.l. and advised by THCP Advisory Limited)**

**to be effected by means of a  
Scheme of Arrangement  
under Part 26 of the Companies Act 2006**

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**Update on the non-binding Letters of Intent given by Amati Global Investors Limited and OVMK Asset Management NV**

On 27 June 2022, the CareTech Independent Board and the board of Bidco announced that they had reached agreement on the terms and conditions of a recommended offer by Bidco for the entire issued and to be issued ordinary share capital of CareTech pursuant to Rule 2.7 of the Takeover Code (the "**Offer**"), to be implemented by means of a Court-sanction scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme** ") (the "**Rule 2.7 Announcement**").

Capitalised terms used in this announcement, unless otherwise defined, shall have the meanings given to them in the Rule 2.7 Announcement.

As set out in the Rule 2.7 Announcement, Bidco had received certain non-binding letters of intent to vote, or procure a vote, in favour of the Scheme at the Court Meeting and the Special Resolution at the General Meeting (or, in the event that the Offer is implemented by way of a Takeover Offer, to accept or procure acceptance of such Takeover Offer).

The non-binding letter of intent given by Amati Global Investors Limited ("**Amati**") related to 2,323,640 CareTech Shares, representing approximately 2.05% of the issued share capital of CareTech and the non-binding letter of intent given by OVMK Asset Management NV ("**OVMK**") related to 1,474,694 CareTech Shares, representing approximately 1.30% of the issued share capital of CareTech,

each as at 24 June 2022 (being the latest practicable date prior to the publication of the Rule 2.7 Announcement).

Amati has advised Bidco that it has since disposed of 800,000 CareTech Shares and OVMK has advised Bidco that it has since disposed of 941,996 CareTech Shares.

As a result, with effect from such disposals, the non-binding letters of intent given to Bidco by Amati and OVMK respectively to accept or procure the acceptance of, the Offer has ceased to apply in respect of the CareTech Shares so disposed of by each of Amati and OVMK.

The non-binding letters of intent from Amati and OVMK now represent the following:

<b>Name</b>	<b>Total number of CareTech Shares</b>	<b>Percentage of existing issued ordinary share capital* (%)</b>
Amati Global Investors Limited	1,523,640	1.34
OVMK Asset Management NV	532,698	0.47

*\*based on the number of CareTech Shares in issue as at close of business on 22 July 2022 (being the latest practicable date prior to the publication of this announcement)*

The updated numbers of CareTech Shares in the chart above are reflected in the Scheme Document published and posted to CareTech Shareholders today.

The person responsible for arranging the release of this announcement on behalf of Bidco is Dean Street Advisers Limited.

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## **Important Notices**

*This announcement is for information purposes only and is not intended to and does not constitute, or form part of an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise, nor shall there be any sale, issuance or transfer of securities of CareTech in any jurisdiction in contravention of applicable law. The Offer will be implemented solely pursuant to the terms of the Scheme Document (or, if the Offer is implemented by way of a Takeover Offer, the Offer Document), which contains the full terms and conditions of the Offer, including details of how to vote in respect of the Offer. Any vote in respect of, or other response to, the Offer should be made only on the basis of the information contained in the Scheme Document (or, if the Offer is implemented by way of a Takeover Offer, the Offer Document).*

*CareTech and Bidco urge CareTech Shareholders to read the Scheme Document (or, if the Offer is implemented by way of a Takeover Offer, the Offer Document) because it contains important information relating to the Offer.*

*This announcement does not constitute a prospectus, prospectus equivalent document or an exempted document.*

## **Disclaimers**

*Dean Street Advisers Limited ("**Dean Street**") is authorised and regulated by the Financial Conduct Authority ("**FCA**") in the United Kingdom and is acting as joint financial adviser to Bidco and for no one else in connection with the Offer and other matters referred to in this announcement and will not be responsible to anyone other than Bidco for providing the protections afforded to its clients or for providing advice in relation to the Offer, the contents of this announcement or any other matters referred to in this announcement. Neither Dean Street nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of Dean Street in connection with this announcement, any statement contained herein, the Offer or otherwise.*

*Citigroup Global Markets Limited ("**Citi**"), which is authorised by the Prudential Regulation Authority ("**PRA**") and regulated in the UK by FCA and the PRA, is acting joint financial adviser to Bidco and for no one else in connection with the Offer and other matters referred to in this announcement and will not be responsible to anyone other than Bidco for providing the protections afforded to its clients or for providing advice in relation to the Offer, the contents of this announcement or any other matters referred to in this announcement. Neither Citi nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of Citi in connection with this announcement, any statement contained herein, the Offer or otherwise.*

## **Overseas jurisdictions**

*This Announcement has been prepared in accordance with, and for the purpose of complying with, the laws of England and Wales and the Takeover Code, and information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England.*

*The release, publication or distribution of this announcement in or into certain jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws*

*of any jurisdiction other than the United Kingdom should inform themselves about, and observe any applicable requirements of their jurisdictions.*

*The availability of the Offer to CareTech Shareholders who are not resident in and citizens of the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. In particular, the ability of persons who are not resident in the United Kingdom to vote their CareTech Shares with respect to the Scheme at the Court Meeting, or to execute and deliver Forms of Proxy appointing another to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person. Further details in relation to Overseas Shareholders will be contained in the Scheme Document.*

*Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Offer will not be made available, in whole or in part, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Offer by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Copies of this announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Offer. If the Offer is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.*

*The Offer will be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange and the FCA.*

#### ***Additional information for US investors***

*The Offer relates to shares of a company incorporated in England and Wales and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or proxy solicitation rules under the US Exchange Act. Accordingly, the Offer is subject to the disclosure and procedural requirements applicable in the United Kingdom to schemes of arrangement which differ from the disclosure requirements of the US tender offer and proxy solicitation rules. If, in the future, Bidco exercises its right to implement the Offer by means of a Takeover Offer and determines to extend the Takeover Offer into the United States, such offer would be made in compliance with applicable US laws and regulations.*

*In accordance with normal United Kingdom practice, Bidco or its nominees or its brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, shares or*

other securities of CareTech outside of the US, other than pursuant to the Offer, until the date of the Offer and/or Scheme becomes Effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made they would occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements to purchases shall be disclosed as required in the UK, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).

It may be difficult for US holders of CareTech Shares to enforce their rights and any claim arising out of the US federal laws, since CareTech, Bidco, Midco, Cleanco and Topco are located in a non-US jurisdiction, and some or all of their officers and directors may be residents of a non-US jurisdiction. US holders of CareTech Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

The securities to be issued in connection with the Partial Alternative Offer pursuant to the Scheme have not been and will not be registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the US Securities Act and such other laws. It is expected that any such securities would be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof. Such securities will also not be registered under any US state securities laws and may only be issued to persons resident in a state pursuant to an exemption from the registration requirements of the securities laws of such state.

The financial information included in this announcement and the Scheme Document has been or will be prepared in accordance with IFRS and may not be comparable to the financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The receipt of consideration by a US holder for the transfer of CareTech Shares pursuant to the Scheme is expected to be a taxable transaction for US federal income tax purposes. Each CareTech Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Offer applicable to them, including under applicable US federal, state and local as well as non-US and other tax laws.

#### **Disclosure requirements of the Takeover Code**

Under Rule 8.3(a) of the Takeover Code, any person who is interested in one per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities

*exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in one per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the Business Day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*

#### **Publication on website**

*In accordance with Rule 26.1 of the Takeover Code, a copy of this announcement will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on CareTech's website at <https://www.caretech-uk.com/offer-sheikh-holdings-group-investments-limited> and the website used by Bidco at <http://www.sheikhholdings.co.uk/firm-offer-for-CareTech/> by no later than 12 noon (London time) on the first Business Day following the date of this announcement. For the avoidance of doubt, neither the contents of these websites nor the contents of any websites accessible from any hyperlinks is incorporated into or forms part of this announcement.*

#### **Requesting hard copy documents**

*CareTech Shareholders may request a hard copy of this announcement by contacting Link Group on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 am-17:30 pm, Monday to Friday excluding public holidays in England and Wales or by submitting a request in writing to CareTech Registrars at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. If you have received this announcement in electronic form, copies of this announcement and any document or information incorporated by reference into this announcement will not be provided unless such a request is made.*

#### **Electronic communications**

*Please be aware that addresses, electronic addresses and certain other information provided by CareTech Shareholders, persons with information rights and other relevant persons for the receipt of communications from CareTech may be provided to Bidco during the offer period as required under Section 4 of Appendix 4 to the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.*

### **Rounding**

*Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of figures that precede them.*

### **Rule 2.9 of the Takeover Code**

*For the purposes of Rule 2.9 of the Takeover Code, CareTech confirms that, as at the Latest Practicable Date, it had 113,336,434 ordinary shares of 0.5 pence each in issue and admitted to trading on AIM. CareTech does not hold any shares in treasury. The ISIN for the CareTech Shares is GB00B0KWHQ09.*

### **General**

*If the Offer is effected by way of a Takeover Offer, and such Takeover Offer becomes or is declared unconditional in all respects and sufficient acceptances are received, Bidco intends to exercise its rights to apply the provisions of Chapter 3 of Part 28 of the Companies Act so as to acquire compulsorily the remaining CareTech Shares in respect of which the Takeover Offer has not been accepted.*

*Investors should be aware that Bidco may purchase CareTech Shares otherwise than under any Takeover Offer or the Scheme, including pursuant to privately negotiated purchases.*

*If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.*