



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action you should take, you are recommended to seek your own financial advice from your broker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in CareTech Holdings PLC, please send this letter and the accompanying document at once to the purchaser or transferee or to the broker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction.

CareTech Holdings PLC

(Incorporated in England and Wales under the Companies Act 2006, No. 04457287)

Registered office:

5th Floor
Metropolitan House
3 Darkes Lane
Potters Bar
EN6 1AG

9 March 2022

*To: The shareholders of CareTech Holdings PLC (the "**Company**") and persons with information rights and, for information only, to holders of CareTech employee share options and participants in CareTech share incentive plans*

Possible offer announcement

As you may be aware, on 7 March 2022, Sheikh Holdings Group (Investments) Limited ("**Sheikh Holdings**") made an announcement about an indicative proposal (the "**Proposal**") regarding a possible offer for the entire issued and to be issued share capital of the Company (the "**Announcement**").

A copy of the Announcement has been published on the Company's website at <https://www.caretech-uk.com/possible-offer> and may be viewed (subject to any applicable restrictions in your jurisdiction) free of charge. For the avoidance of doubt, the content of this website is not incorporated into, and does not form part of, this letter.

Extraordinary days every day

Registered address: Metropolitan House 3 Darkes Lane Potters Bar Hertfordshire EN6 1AG Registered No. 04457287

t 01707 601 800 f 01707 655 265

caretech-uk.com

Although the Announcement has put the Company into an "offer period" under the City Code on Takeovers and Mergers (the "**Code**"), there can be no certainty that a firm offer will be made, nor as to the terms on which any firm offer might be made. If an announcement of a firm intention to make an offer is made, the formal offer documentation providing further information about the offer will be made available on the Company's website at <https://www.caretech-uk.com/possible-offer> in due course. In the meantime, you do not need to take any action.

This letter is not a summary of the information in the Announcement and should not be taken as a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full.

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from the Company may be provided to Sheikh Holdings or any other potential bidder during the offer period as required under Section 4 of Appendix 4 of the Code.

You may request a hard copy of the Announcement by contacting the Company's registrars, Link Group during business hours on 0371 664 0300 (or if calling from outside the UK +44 371 664 0300) or by submitting a request in writing at 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. You may also request that all future documents, announcements and information in relation to the Proposal be sent to you in hard copy form and subsequently such information will be sent to you in hard copy without the need to make any further requests. Such requests may be made to Link Group in writing to the address set out above or by calling the telephone number above.

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% 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 Code, any person who is, or becomes, interested in 1% 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.

Extraordinary days every day

Registered address: Metropolitan House 3 Darkes Lane Potters Bar Hertfordshire EN6 1AG Registered No. 04457287

t 01707 601 800 f 01707 655 265

caretech-uk.com

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, 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

Yours faithfully



Jamie Cumming
Non-Executive Director
CareTech Holdings PLC

*Panmure Gordon (UK) Limited ("**Panmure Gordon**"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for CareTech and no one else in connection with the possible offer and will not be responsible to anyone other than CareTech for providing the protections afforded to clients of Panmure Gordon nor for providing advice in relation to the possible offer or any other matters referred to in this announcement. Neither Panmure Gordon nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Panmure Gordon in connection with this announcement, any statement contained herein or otherwise.*

*The directors of the Company (the "**Directors**") each accept responsibility for the information contained in this document (including any expressions of opinion). To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document (including any expressions of opinion) is in accordance with the facts and does not omit anything likely to affect the import of such information.*

Extraordinary days every day

Registered address: Metropolitan House 3 Darkes Lane Potters Bar Hertfordshire EN6 1AG Registered No. 04457287

t 01707 601 800 f 01707 655 265

caretech-uk.com