

**Letter of Intent**

To: Amalfi Bidco Limited ("**Bidco**")  
25a Soho Square, London, United Kingdom, W1D 3QR

and

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

27 June 2022

**Proposed Acquisition by Bidco of the Target (the "Acquisition")**

We note that Bidco proposes to acquire the entire issued and to be issued share capital of the Target and that the Acquisition is proposed to be implemented by way of a court sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**") or takeover offer for the Target (the "**Offer**") as appropriate.

We have all relevant authority to take all actions necessary to approve the Scheme or accept the Offer in respect of 8,029,316 ordinary shares of 0.5 pence each in the capital of the Target and confirm that it is our current intention, subject to applicable law and regulation in respect of those 8,029,316 Target ordinary shares (the "**Shares**");

- (i) to vote in favour of the Scheme or to accept the Offer, as necessary; and
- (ii) to exercise or procure the exercise of the voting rights attached to the Shares as requested by you on any resolution which would assist implementation of the Scheme/Offer if it were passed or rejected at a general, class or other meeting of the Target shareholders.

We hereby confirm that at the date of this letter, other than the Shares, there are no other shares, or interests or rights to subscribe for shares, in the capital of the Target in which we are interested and we do not have any short positions, agreements to sell, delivery obligations or rights to require other persons to purchase or take delivery of any such shares in the capital of the Target.

This letter is not legally binding, does not constitute an irrevocable undertaking and does not prevent us from transferring control in the Shares/selling the Shares in the market or otherwise disposing of our interest/voting rights in the Shares, prior to us signing and returning the forms of proxy in connection with the Scheme or the formal legal acceptance of the Offer respectively.

We will inform you promptly of all information required to be disclosed by Bidco pursuant to Rule 2.10(a) (and Rule 17, where relevant) of the Takeover Code (the "**Code**") and we consent to (i) public disclosure of such information and the terms of this letter; and (ii) this letter being published on a website as required by Rule 26.2 of the Code.

Should our current intention alter in respect of all or any of the 8,029,316 Shares referred to above, we will inform Bidco and the Takeover Panel of the up-to-date position promptly so that Bidco can make an announcement as required by Rule 2.10 of the Code. We will inform you promptly should our control over/interest in/voting rights over any of the Shares, which are the subject of this statement of intent, be sold or otherwise transferred.

Yours faithfully,



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Signed by (print name) [REDACTED]  
for and on behalf of **HARGREAVE HALE LIMITED**, as Investment Advisor to the IFSL Marlborough  
Special Situations Fund, IFSL Marlborough UK Micro-Cap Growth Fund, IFSL Multi Cap Income Fund,  
HL Multi Manager Special Situations Fund and HL Multi Manager Balanced Managed Fund

Dated: 27 June 2022