

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

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF THE MARKET ABUSE REGULATION (EU 596/2014) WHICH IS PART OF UK LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018. UPON PUBLICATION OF THIS ANNOUNCEMENT IT IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN

FOR IMMEDIATE RELEASE

8 September 2022

RECOMMENDED ACQUISITION

of

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

RESULTS OF COURT MEETING AND GENERAL MEETING

On 27 June 2022, the CareTech Independent Board and the board of Bidco announced that they had reached agreement on the terms of a recommended offer by Bidco for the entire issued and to be issued ordinary share capital of CareTech (the "**Offer**"). The Offer is being implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**"), full details of which were sent to the shareholders of CareTech in the circular dated 25 July 2022 (the "**Scheme Document**").

The CareTech Independent Board is pleased to announce that, at the Court Meeting and General Meeting (together, the "**Meetings**") each held earlier today, the requisite majorities of Scheme Shareholders voted to approve the Scheme at the Court Meeting and the requisite majority of CareTech Shareholders voted to pass the Resolution in connection with the implementation of the Scheme, including the amendment to CareTech's articles of association and the re-registration of CareTech as a private limited company, at the General Meeting.

Full details of the resolutions that were proposed and passed are set out in the Notice of the Court Meeting and Notice of General Meeting contained in Parts XII and XIII of the Scheme Document respectively.

The total number of CareTech Shares in issue at the Voting Record Time was 113,336,434. As at the Voting Record Time, CareTech held no ordinary shares in treasury. Consequently, the total number of voting rights in CareTech at the Voting Record Time were 113,336,434.

Voting results of the Court Meeting

The Court Meeting sought approval from holders of Scheme Shares for the Scheme. Each Scheme Shareholder, present in person or by proxy, was entitled to vote one Scheme Share held at the Voting Record Time.

A majority in number of Scheme Shareholders who voted (either in person or by proxy), representing 99.92 per cent. by value of those Scheme Shares voted in favour of the resolution to approve the Scheme.

Accordingly, the resolution proposed at the Court Meeting was duly passed.

Details of the votes cast were as follows:

Results of the Court Meeting	No. of Scheme Shareholders who voted **	% of no. of Scheme Shareholders who voted*	No. of Scheme Shares voted	% of Scheme Shares voted *	No. of Scheme Shares voted as a % of the issued ordinary capital eligible to be voted at the Court Meeting*
<i>For***</i>	80	91.95	46,513,381	99.92	46.12
<i>Against</i>	7	8.05	37,410	0.08	0.04
Total	87	100	46,550,791	100	46.15

Notes:

* Rounded to two decimal places.

** The total of Scheme Shareholders voting 'for' and 'against' the resolution exceeds the total number of Scheme Shareholders who voted, as 6 registered members gave instructions for votes to be cast in favour of the resolution in respect of part of their holding of Scheme Shares and against the resolution in respect of another part of their holding of Scheme Shares.

***Any proxy appointments which gave discretion to the Chairman have been included in the vote "For" total.

Voting results of the General Meeting

The General Meeting sought approval for a special resolution for the purpose of giving effect to the Scheme, associated amendments to the articles of association of the Company and the re-registration of the Company as a private limited company (the "**Resolution**"). A copy of the Resolution passed at

the General Meeting will shortly thereafter be available for inspection on the CareTech website at www.caretech-uk.com. The Resolution was duly passed by the requisite majority.

Each CareTech Shareholder, present in person or by proxy, was entitled to one vote per CareTech Share held at the Voting Record Time.

Details of the votes cast were as follows:

Results of the General Meeting	No. of CareTech Shares present and voting in person or by proxy	% of CareTech Shares present and voting in person or by proxy	% of CareTech Shares present and voting in person or by proxy as a % of the total number of CareTech Shares in issue *
<i>For**</i>	45,587,234	99.92	40.22
<i>Against</i>	37,084	0.08	0.03
<i>Withheld***</i>	699,215	-	-
Total	45,624,318	100	40.25

Notes:

* Rounded to two decimal places.

** Includes proxy appointments which gave discretion to the Chair of the General Meeting.

*** A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' the Resolution.

Next steps and timetable

The outcome of today's Meetings means that Conditions 1(a) and 1(b) (as set out in Part III of the Scheme Document) have been satisfied. The Scheme remains subject to the satisfaction or (where applicable) waiver of the remaining Conditions as set out in Part III of the Scheme Document, including (amongst other things) the sanction of the Scheme by the Court at the Scheme Court Hearing and the delivery of a copy of the Court Order to the Registrar of Companies.

The expected timetable of principal events for the implementation of the Scheme remains as set out on page 14 of the Scheme Document and as set out below. The dates are indicative only and are subject to change. The dates will depend, among other things, on the date upon which: (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) a copy of the Court Order is delivered to the Registrar of Companies.

If any of the expected times and/or dates change, the revised times and/or dates will be notified by CareTech through a Regulatory Information Service, with such announcement being made available on CareTech's website at www.caretech-uk.com. Any revisions or changes to these dates and/or times will be notified in the same way.

Capitalised terms used and not defined in this announcement have the meanings given to them in the Scheme Document. All references to times are to times in London unless otherwise stated.

Event	Expected time / date
Scheme Court Hearing	23 September
Election Return Time for the Green Form of Election	1.00 p.m. on 23 September
Last day of dealings in, and registrations of transfers of, and disablement of CareTech Shares in CREST	26 September
Scheme Record Time	6.00 p.m. on 26 September
Suspension of dealings in CareTech Shares	7.30 a.m. on 27 September
Effective Date of the Scheme	27 September
Cancellation of admission to trading of CareTech Shares on AIM	7.00 a.m. on 28 September
Issue of Rollover Securities to Scheme Shareholders who have Within 14 days of elected for the Partial Alternative Offer	Within 14 days of the Effective Date
Despatch of cheques and crediting of CREST accounts for Cash Within 14 days of Consideration due under the Scheme	Within 14 days of the Effective Date
The date by which the Scheme must become unconditional and effective, failing which it will lapse	31 December 2022 ¹

¹This is the latest date by which the Scheme may become effective unless CareTech and Bidco agree (and, if required, the Panel and the Court permit) a later date.

Enquiries:

CareTech Holdings PLC

Tel: 01707 601800

Jamie Cumming

Panmure Gordon (UK) Limited (Rule 3 adviser and joint financial adviser to the CareTech Independent Board), nominated adviser and joint broker to CareTech

Tel: 020 7886 2500

Emma Earl

Freddy Crossley

Charles Leigh-Pemberton

James Sinclair-Ford

Mark Rogers

Numis (joint financial adviser to the CareTech Independent Board and joint broker to CareTech)

Tel: 020 7260 1000

Jonathan Wilcox

James Black

Alec Pratt

Duncan Monteith

Consilium Strategic Communications (PR adviser to the CareTech Independent Board)

Tel: 020 3709 5700

Mary-Jane Elliot

Chris Welsh

Angela Gray

Charles Russell Speechlys LLP is acting as legal adviser to CareTech. Ashurst LLP is acting as legal adviser to Bidco.

Further information

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 will contain 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).

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

Disclaimers

*Panmure Gordon (UK) Limited ("**Panmure Gordon**"), which is authorised and regulated in the United Kingdom by the FCA and is acting as Rule 3 adviser and joint financial adviser to the CareTech Independent Board, and nominated adviser and joint broker to CareTech 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 the CareTech Independent Board 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 Panmure Gordon 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 Panmure Gordon in connection with this Announcement, any statement contained herein, the Offer or otherwise.*

*Numis Securities Limited ("**Numis**"), which is authorised and regulated in the United Kingdom by the FCA and is acting as joint financial adviser to the CareTech Independent Board and joint broker to*

CareTech 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 the CareTech Independent Board 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 Numis 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 Numis 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 is 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.

The financial information included in this Announcement and the Scheme Document has been 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.

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 all applicable US laws and regulations, including any applicable exemptions under the US Exchange Act. Such a Takeover Offer would be made in the United States by Bidco and no one else.

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 purchase 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.

The receipt of consideration by a US holder for the transfer of CareTech Shares pursuant to the Scheme will likely 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 their applicable US state and local as well as overseas and other tax laws.

The Partial Alternative Offer will not be registered in the United States and it is proposed that the Partial Alternative Offer will be made pursuant to applicable exemptions from such registration.

Forward-looking statements

This Announcement contains statements about the Wider CareTech Group, the Wider Bidco Group and the Combined Group's operations that may be forward looking statements. All statements other than statements of historical facts included in this Announcement may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "should", "continue", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "projects", "ambition" or words or term of similar substance or the negative thereof, are forward looking statements. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of the Wider CareTech Group, the Wider Bidco Group and the Combined Group's operations and potential synergies resulting from the Offer; and (iii) the effects of government regulation of the Wider CareTech Group, the Wider Bidco Group and the Combined Group's business.

Such forward looking statements involve risks and uncertainties that could significantly affect expected results and are based on assumptions and assessments made by CareTech and/or Bidco in light of their experience and their perception of historical trends, current conditions, future developments or other factors they believe appropriate. Many factors could cause actual results to differ materially from those projected or implied in any forward looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, which speak

only as of the date hereof. Neither the Wider CareTech Group nor the Wider Bidco Group assume any obligation to update any forward looking or other statements contained herein, except as required by applicable law or regulation.

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, 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/possible-offer-sheikh-holdings-group-investments-limited> and the website used by Bidco at <http://www.sheikhholdings.co.uk/possibleoffer-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.