

# CARETECH HOLDINGS PLC – GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at [www.signalshares.com](http://www.signalshares.com). If not already registered for the Share Portal, you will need your Investor Code.

To be held at 10.15 a.m. (London time) (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned) on 8 September 2022 at 5th Floor Metropolitan House, 3 Darkes Lane, Potters Bar, Hertfordshire, EN6 1AG.

Bar Code:

IVC:

Event Code:

## FORM OF PROXY CARETECH HOLDINGS PLC – GENERAL MEETING

General Meeting (the "General Meeting") of CareTech Holdings PLC (the "Company") to be held at 5th Floor Metropolitan House, 3 Darkes Lane, Potters Bar, Hertfordshire, EN6 1AG on 8 September 2022 at 10.15 a.m. (London time) (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned). Please read the notice of the General Meeting in the scheme document of the Company dated 25 July 2022 (the "Scheme Document") and the Notes overleaf before completing this form. **Please use a black pen.**

Bar Code:

IVC:

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I/We, being (a) registered shareholder(s) of the Company, hereby appoint the Chair of the meeting or

Name of Proxy

Number of shares proxy appointed over

as my/our proxy to attend, submit written questions and vote on my/our behalf at the General Meeting and at any adjournment thereof. I/We have indicated with an 'X' how I/we wish my/our votes to be cast in respect of the resolution indicated below.

Please mark 'X' in the box opposite if this appointment is one of multiple appointments being made:

Please mark 'X' in the relevant box alongside the Special Resolution to indicate how you wish to vote (see Note 12 overleaf).

### SPECIAL RESOLUTION

For the purposes of the Scheme: (a) to authorise the Independent Directors to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; (b) to amend the articles of association of the Company; and (c) to authorise the Company's re-registration as a private limited company.

For

Against

Vote Withheld

To assist with arrangements, if you plan on attending the meeting in person, please place an 'X' in the box opposite:

Signature

Date

You may submit your proxy electronically at [www.signalshares.com](http://www.signalshares.com)

Please detach this portion of the Form of Proxy before posting. Please note this Form of Proxy must be signed and dated before being posted. **Please complete, sign and return this Form of Proxy whether or not you plan to attend the General Meeting.**

## Notes

- Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is set out in Part XIII of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled 'Action to be taken' set out in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
- The Special Resolution will be proposed as a special resolution. For the Special Resolution to pass, at least three quarters of the votes cast must be in favour of the Special Resolution.
- Only CareTech Shareholders, or their duly appointed representatives, are entitled to attend, submit written questions and vote at the General Meeting. To appoint as a proxy a person other than the Chair of the meeting, insert their full name in the box provided. If you leave this box blank you will be deemed to have appointed the Chair of the meeting as your proxy. A proxy need not be a CareTech Shareholder. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
  - To appoint the Chair of the meeting as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - To appoint a person other than the Chair of the meeting as your sole proxy in respect of all of your shares, delete the words 'the Chair of the meeting or' and insert the name of your proxy in the space provided, then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - To appoint more than one proxy, you may photocopy this form or contact the Company's Registrar, Link Group (the "Registrar") for further WHITE Forms of Proxy via the shareholder helpline detailed at Note 8. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given by marking an 'X' in the box provided. If you wish to appoint the Chair of the meeting as one of your multiple proxies, simply write 'the Chair of the meeting'. All forms must be signed and should be returned together in the same envelope. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of shares are sent to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received as soon as possible and in any event by no later than the times indicated in Note 7 for receipt of Forms of Proxy.
  - If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled 'Number of shares proxy appointed over' the number of shares in the Company in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
- The Form of Proxy gives your proxy/ies full rights to attend, submit written questions and vote. If you wish to restrict the rights of your proxy/ies, please cross out the words 'submit written questions' and/or 'vote' as you feel appropriate.
- Proxies may be lodged electronically using the Signal Shares share portal service at [www.signalshares.com](http://www.signalshares.com) where full instructions are given. Your Investor Code, which can be obtained by signing in to [www.signalshares.com](http://www.signalshares.com), will be required. Signal Shares may also be accessed via the LinkVote+ app – please see Scheme Document for full details.
- Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID RA10) by no later than the times indicated in Note 7. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST Application Host) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- To be valid, the Form of Proxy, and any other power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent by post to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; (b) lodged electronically using the Signal Shares share portal service at [www.signalshares.com](http://www.signalshares.com) or via the LinkVote+ app; or (c) (for uncertificated holders only) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive as soon as possible and in any event no later than 10.15 a.m. (London time) on 6 September 2022 or, if the General Meeting is adjourned, 48 hours (excluding any day which is not a Business Day) before the time fixed for the adjourned General Meeting. A stamp is not required if posted in the UK or the Channel Islands. A proxy appointment made electronically will not be valid if sent to any address other than that provided. Please note that any electronic communication found to contain a computer virus will not be accepted.
- If you have any questions about the Scheme Document or the General Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically you can call the Registrar on the shareholder helpline: 0371 664 0321 or if calling from outside the United Kingdom +44 (0) 371 664 0321.** 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 9.00 a.m. – 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). The helpline cannot provide advice on the merits of the Offer or the Scheme nor give any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
- This Form of Proxy (i) in the case of an individual, must either be signed by the appointor or his or her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
- The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
- Completion and return of the Form of Proxy, or the appointment of a proxy electronically or through CREST, will not preclude you from attending and voting in person at the General Meeting should you subsequently decide to do so.
- Please indicate with an 'X' in the relevant box how you wish your vote to be cast on the Special Resolution. The 'Vote Withheld' option is to enable you to abstain on the Special Resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' the Special Resolution. Unless otherwise instructed, the person appointed as your proxy may vote as he or she sees fit or abstain in relation to any business of the General Meeting (including any amendments to the Special Resolution, the Special Resolution itself and any procedural business, including any resolution to adjourn) which may come before the General Meeting.
- Entitlement to attend and vote (in person or by proxy) at the General Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company (the "Register") at 6.30 p.m. on 6 September 2022, or, if the General Meeting is adjourned, 6.30 p.m. on the date which is two Business Days before the date set for such adjourned General Meeting. Changes to entries on the Register after that time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
- In the case of joint holders, any one holder may vote. If more than one holder is present at the General Meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear in the Register in respect of the joint holding.
- A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same shares.
- Neither the death nor the incapacity of a member who has appointed a proxy, nor the revocation or termination by a member of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours (excluding any day which is not a Business Day) before the commencement of the General Meeting (or adjournment thereof).
- You may not use any electronic address provided either in this Form of Proxy, in the notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- Overleaf is how your address appears on the Register. If this information is incorrect, please contact the Registrar to request a change of address form on the shareholder helpline detailed at Note 8.
- Any alterations made in this Form of Proxy should be initialised by the person who signs it..

**PLEASE USE REPLY-PAID ENVELOPE PROVIDED**

# CARETECH HOLDINGS PLC – COURT MEETING

You may submit your proxy electronically using the Share Portal service at [www.signalshares.com](http://www.signalshares.com). If not already registered for the Share Portal, you will need your Investor Code.



To be held at 10.00 a.m. (London time) on 8 September 2022 at 5th Floor Metropolitan House, 3 Darkes Lane, Potters Bar, Hertfordshire, EN6 1AG

IVC:

Bar Code:

IVC:

Event Code:

  
  

## FORM OF PROXY CARETECH HOLDINGS PLC – COURT MEETING

Before completing this Form of Proxy, please read carefully the Notice of Court Meeting set out in the scheme document of CareTech Holdings PLC (the "Company") dated 25 July 2022 (the "Scheme Document") which has been sent to shareholders and the Notes set out overleaf. By an order dated 22 July 2022 made in the matter of the Company and in the matter of the Companies Act 2006, the Court has given permission for a meeting of the Scheme Shareholders (as defined in the Scheme Document) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made pursuant to Part 26 of the Companies Act 2006 (the "Scheme") between the Company and the Scheme Shareholders and that such court meeting shall be held at 5th Floor Metropolitan House, 3 Darkes Lane, Potters Bar, Hertfordshire, EN6 1AG on 8 September 2022 at 10.00 a.m. (the "Court Meeting").

Bar Code:

IVC:

Event Code:

  
  

I/We, being (a) registered shareholder(s) of the Company, hereby appoint the Chair of the meeting or (see Note 2 overleaf).

Name of Proxy	Number of shares proxy appointed over
<input type="text"/>	<input type="text"/>

as my/our proxy to attend, submit written questions and/or any objections and vote on my/our behalf at the Court Meeting and at any adjourned meeting for the purposes of considering, and if thought fit, approving (with or without modification) the Scheme and at such meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below.

Please mark 'X' in the box opposite if this appointment is one of multiple appointments being made:

**IMPORTANT: Please use a black pen. If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid. Joint Scheme Shareholders should refer to Note 14 overleaf.**

	FOR the Scheme		AGAINST the Scheme
Signature	<input type="text"/>	Signature	<input type="text"/>
		Date	<input type="text"/>

Please detach this portion of the Form of Proxy before posting. Please note this Form of Proxy must be signed and dated before being posted. **Please complete, sign and return this Form of Proxy whether or not you plan to attend the Court Meeting.**

## Notes

- Full details of the resolution to be proposed at the Court Meeting are set out in the Notice of Court Meeting which is set out in Part XII of the Scheme Document. Before completing this Form of Proxy please also read the section entitled 'Action to be taken' in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
- Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend, submit written questions and/or any objections and vote at the Court Meeting. To appoint as a proxy a person other than the Chair of the meeting insert their full name in the space provided. A proxy need not be a Scheme Shareholder. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
  - To appoint the Chair of the meeting as your sole proxy in respect of all your Scheme Shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - To appoint a person other than the Chair of the meeting as your sole proxy in respect of all of your Scheme Shares, delete the words 'the Chair of the meeting or' and insert the name of your proxy in the space provided, then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - To appoint more than one proxy, you may photocopy this form or contact the Company's Registrar, Link Group (the "Registrar") for further BLUE Forms of Proxy via the shareholder helpline detailed at Note 7. Please indicate the proxy holder's name and the number of Scheme Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Scheme Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given by marking an 'X' in the box provided. If you wish to appoint the Chair of the meeting as one of your multiple proxies, simply write 'the Chair of the meeting'. All forms must be signed and should be returned together in the same envelope. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Scheme Shares are sent to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received as soon as possible and in any event by no later than the times indicated in Note 6 for receipt of Forms of Proxy.
  - If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled 'Number of shares proxy appointed over' the number of Scheme Shares in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a Scheme Shareholder, the full voting entitlement for that designated account).
- The Form of Proxy gives your proxy/ies full rights to attend, submit written questions and/or any objections and vote. If you wish to restrict the rights of your proxy/ies, please cross out the words 'submit written questions and/or any objections' and/or 'vote' as you feel appropriate.
- Proxies may be lodged electronically using the Signal Shares share portal service at [www.signalshares.com](http://www.signalshares.com) where full instructions are given. Your Investor Code, which can be obtained by signing in to [www.signalshares.com](http://www.signalshares.com), will be required. Signal Shares may also be accessed via the LinkVote+ app – please see Scheme Document for full details.
- Scheme Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID RA10) by no later than the times indicated in Note 6. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST Application Host) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- To be valid, the Form of Proxy, and any other power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent by post to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; (b) lodged electronically using the Signal Shares share portal service at [www.signalshares.com](http://www.signalshares.com) or via the LinkVote+ app; or (c) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive as soon as possible and in any event no later than 10.00 a.m. (London time) on 6 September 2022, or, if the Court Meeting is adjourned, before the time fixed for the adjourned Court Meeting. If the Form of Proxy is not returned by the specified time, it may be handed to the registrar or the Chair of the Court Meeting before the start of the Court Meeting. A stamp is not required if posted in the UK or the Channel Islands. A proxy appointment made electronically will not be valid if sent to any address other than that provided. Please note that any electronic communication found to contain a computer virus will not be accepted.
- If you have any questions about the Scheme Document or the Court Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically you can call the Registrar on the shareholder helpline: 0371 664 0321** or if calling from outside the United Kingdom +44 (0) 371 664 0321. 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 9.00 a.m. – 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). The helpline cannot provide advice on the merits of the Offer (as defined the Scheme Document) or the Scheme nor give any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
- This Form of Proxy (i) in the case of an individual, must either be signed by the appointor or his or her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
- The Form of Proxy is for use in respect of the Scheme Shareholder account specified above only and should not be amended or submitted in respect of a different account.
- Completion and return of the Form of Proxy, or the appointment of a proxy electronically or through CREST, will not preclude you from attending and voting at the Court Meeting, should you subsequently decide to do so.
- Entitlement to attend and vote (including via proxy) at the Court Meeting and the number of votes which may be cast thereat will be determined by reference to those Scheme Shareholders registered in the register of members of the Company (the "Register") at 6.30 p.m. on 6 September 2022, or, if the Court Meeting is adjourned, 6.30 p.m. on the date which is two Business Days before the date set for such adjourned Court Meeting. Changes to entries on the Register after that time shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting.
- Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid.
- Unless otherwise instructed, the person appointed as your proxy will exercise his or her discretion as to how he or she votes as to any business other than the resolution to approve the Scheme (including amendments to the resolution and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
- In the case of joint Scheme Shareholders, any one Scheme Shareholder may vote. If more than one Scheme Shareholder is present at the Court Meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior Scheme Shareholder will be accepted, seniority being determined by the order in which the names appear in the Register in respect of the joint holding.
- A Scheme Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the Court Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Scheme Shareholder of the Company, provided that it does not do so in relation to the same Scheme Shares.
- Neither the death nor the incapacity of a Scheme Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours (excluding any day which is not a Business Day) before the commencement of the Court Meeting (or adjournment thereof) or (ii) if not received by the Company at the address specified for receipt of the Forms of Proxy by the specified time as outlined at (i), handed to the registrar or the Chair of the Court Meeting before the start of the Court Meeting.
- You may not use any electronic address provided either in this Form of Proxy, in the notice of Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- Overleaf is how your address appears on the Register. If this information is incorrect, please contact the Registrar to request a change of address form on the shareholder helpline detailed at Note 7.
- Any alterations made in this Form of Proxy should be initialled by the person who signs it.
- The Court has appointed Jamie Cumming, or failing him, Dr Moira Livingston, or failing her, Adrian Stone, to act as Chair of the Court Meeting and has directed the Chair of the Court Meeting to report the result thereof to the Court.

**PLEASE USE REPLY-PAID ENVELOPE PROVIDED**