



Letter of Intent

To: THCP Advisory Limited
 THCS IV GP S.a. r.l
 Sheikh Holdings Group (Investments) Limited
 Kensington Capital Limited
 Belgravia Investments Limited
 (together, the "**Consortium**")
 and
 CareTech Holdings PLC ("**Target**")

13 April 2022

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

We note that the Consortium 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.

As the appointed Investment Manager of TB Amati UK Smaller Companies Fund we have discretionary management control over, and have all relevant authority to take all actions necessary to approve the Scheme or accept the Offer in respect of 2,455,762 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 2,455,762 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 also hold 220,735 shares in the Amati AIM IHT Portfolio Service (the "Amati AIM Portfolio Shares") in addition to the Shares. For the avoidance of doubt the Amati AIM Portfolio Shares are excluded from the terms of this letter.

We hereby confirm that at the date of this letter, other than the Shares and the Amati AIM Portfolio 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, as at the date hereof 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 returning the proxy voting 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 the Consortium 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 2,455,762 Shares referred to above, we will inform the Consortium and the Takeover Panel of the up-to-date position promptly so that the Consortium 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.

The confirmations given in this letter shall not apply to the extent that we are unable to comply with them as the result of a loss of mandate in respect of the TB Amati UK Smaller Companies Fund.

Yours faithfully,

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Signed by DAVID STEVENSON
for and on behalf of **Amati Global Investors Limited (as the appointed Investment Manager of TB Amati UK Smaller Companies Fund)**

Dated: 13 April 2022