

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.

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 1,606,496 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 1,606,496 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.

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 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 1,606,496 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.

Yours faithfully,



Signed by (print name) P.H. MARRIAGE
for and on behalf of **Tellworth Investments**

Dated: 13 April 2022