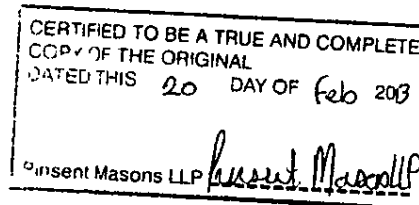


Company No 04457287

THE COMPANIES ACT 2006



COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

CARETECH HOLDINGS PLC

THURSDAY



At the Annual General Meeting of the Company held at 10.00 a.m. on 12 February 2013 the following resolutions were passed as ordinary and special resolutions of the Company, in the case of resolution 7 as an ordinary resolution of the Company, and in the case of resolutions 8 and 9 as special resolutions of the Company -

ORDINARY RESOLUTION

- 7 That, in substitution for all existing authorities, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into shares in the Company up to an aggregate nominal amount of £85,325 for the period expiring at the conclusion of the next Annual General Meeting after the passing of this resolution or on 31 March 2014 (whichever is the earlier) (unless previously renewed, varied or revoked by the Company in general meeting) but such authority shall extend to the making, before such expiry, of an offer or an agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant rights in pursuance of that offer or agreement

SPECIAL RESOLUTIONS

- 8 That, subject to the passing of resolution 7 as set out in the notice of the meeting at which this resolution is to be proposed (the "Notice"), the Directors be and are hereby generally empowered pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred by resolution 7 as set out in the Notice as if section 561 of the Act did not apply to the allotment/sale provided that this power is limited to
- 8 1 the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company made in proportion (as nearly as may be) to their existing holdings but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient

8 1 1 to deal with equity securities representing fractional entitlements, and

8 1 2 to deal with legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, and

8 2 the allotment of equity securities for cash otherwise than pursuant to paragraph (a) of this resolution up to an aggregate nominal amount of £12,799

and will expire at the conclusion of the next Annual General Meeting after the passing of this resolution or, if earlier, 31 March 2014, but the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired

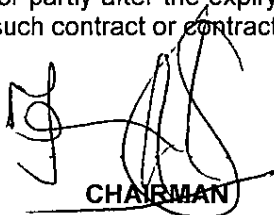
9 That the Company be and is hereby generally and unconditionally authorised subject to and in accordance with Article 51 of the Articles of Association of the Company for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.005 each in the Company provided that

9 1 the maximum number of shares which may be purchased is 5,119,524 (representing 10% of the Company's issued share capital as at 2013),

9 2 the minimum price (exclusive of expenses) which may be paid for each share is £0.005,

9 3 the maximum price (exclusive of expenses) which may be paid for each share is an amount equal to 105% of the average of the middle market quotations of a share of the Company taken from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the share is contracted to be purchased, and

9 4 this authority shall expire at the conclusion of the next Annual General Meeting after the passing of this resolution or 31 March 2014 (whichever is the earlier) (unless previously renewed, varied or revoked by the Company in general meeting), provided that the Company may, before such expiry, enter into one or more contracts to purchase shares under which such purchases may be completed or executed wholly or partly after the expiry of this authority and may make a purchase of shares in pursuance of any such contract or contracts



CHAIRMAN