

Company No. 04457287

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

CARETECH HOLDINGS PLC
(the "Company")

WEDNESDAY



A20 *A80MW9M1* 06/03/2019 #302
COMPANIES HOUSE

ORDINARY AND SPECIAL RESOLUTIONS

At the Annual General Meeting of the Company duly convened and held at Metropolitan House, 3 Darkes Lane, Potters Bar, Hertfordshire EN6 1AG at 10.00 a.m. on 5 March 2019, resolution 9 below was passed as an ordinary resolution and resolutions 10, 11 and 12 were passed as special resolutions.

ORDINARY RESOLUTION

9. 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 £179,652 for the period expiring at the conclusion of the next Annual General Meeting after the passing of this resolution or on 31 March 2020 (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

10. That, subject to the passing of resolution 9 as set out in the notice of the meeting at which this resolution is 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, either pursuant to the general authority conferred by resolution 9 as set out in the Notice or by way of a sale of treasury shares, as if section 561 of the Act did not apply to the allotment/sale provided that this power is limited to:
- (a) 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:

- (i) to deal with equity securities representing fractional entitlements; and
 - (ii) to deal with legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment of equity securities for cash otherwise than pursuant to paragraph (a) of this resolution up to an aggregate nominal amount of £27,220,

and will expire at the conclusion of the next Annual General Meeting after the passing of this resolution or 31 March 2020, whichever is the earlier, 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.

11. That, subject to the passing of resolution 9 above, the Directors be and they are hereby authorised in addition to any authority granted under resolution 10, 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 either pursuant to the authority conferred by resolution 9 or by way of a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment or sale, provided that this authority shall be:

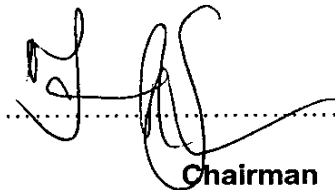
- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £27,220; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or 31 March 2020, whichever is the earlier, save that, in each case, the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

12. That the Company be and is hereby generally and unconditionally authorised 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:

- (a) the maximum number of shares which may be purchased is 10,888,024 (representing 10% of the Company's issued ordinary share capital as at 23 January 2019);

- (b) the minimum price (exclusive of expenses) which may be paid for each share is £0.005;
- (c) the maximum price (exclusive of expenses) which may be paid for each share shall not be more than the higher of:
- (i) 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 five business days immediately preceding the day on which the share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of a share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and
- (d) *this authority shall expire at the conclusion of the next Annual General Meeting after the passing of this resolution or 31 March 2020 (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.*



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Chairman