

Consent under section 72(3C) of the Enterprise Act 2002 to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 16 October 2018

Anticipated acquisition by CareTech Holdings plc of Cambian Group plc

We refer to your email and accompanying notes dated 15, 16 and 17 October 2018 requesting that the CMA consents to derogations to the Initial Enforcement Order of 16 October 2018 (the **Initial Order**). The terms defined in the Initial Order have the same meaning in this letter.

Under the Initial Order, save for written consent by the CMA, CareTech and Cambian are required to hold separate the Cambian business from the CareTech business and refrain from taking any action which might prejudice a reference under section 22 or 33 of the Act or impede the taking of any remedial action following such a reference. After due consideration of your request for derogations from the Initial Order, based on the information received from you and in the particular circumstances of this case, CareTech and Cambian may carry out the following actions, in respect of the specific paragraphs:

1. Paragraphs 7(c) and 7(i) of the Initial Order

In order to allow resignations agreed by CareTech and Cambian in advance of the CMA's Initial Order to take effect and noting that Cambian will nonetheless continue to receive sufficient senior management support, the CMA consents with effect from 7.00am on 18 October 2018, which is the date that the order of the court sanctioning the scheme of arrangement is submitted to the Registrar of Companies to:

- the resignation of each of Anoop Kang, Saleem Asaria, Christopher Kemball, Dr. Graham Rich, Alfred Foglio, Mike Butterworth and Donald Muir from the board of Cambian;
- the resignation of [X] from the boards of all subsidiaries of Cambian on which they currently sit;
- [X], having day to day responsibility for the Cambian business whilst the Initial Order is in place; and
- the appointment of Jeremy Wiles to the boards of Cambian and the Cambian subsidiaries set out in the Parties' written request of 17 October 2018.

The CMA notes that Jeremy Wiles is the Group Business Development Director of Cambian and is independent of CareTech. The CMA consents to his appointment in order that Cambian can satisfy statutory obligations and governance rules requiring two directors to approve board level decisions.