

## **Constitution of Depository Interests**

Further to the announcement made by the Company on 28 August 2015 regarding the introduction of a Depository Interest programme with Capita IRG Trustees Limited (“Capita”) to enable the Company’s Common Shares to be held and settled in CREST, please find details of how to exchange your Common Shares for Depository Interests set out below.

In order to exchange your Common Shares for Depository Interests and hold a position in CREST, an holder must (1) have a CREST account or (2) have a relationship with a Broker who is able to hold stock in CREST on behalf of the holder in a nominee arrangement. In either case, the movement of shares into CREST is a straightforward process and can be achieved by the completion of a CREST Transfer Form which can be obtained from your own Broker, as described in the next paragraph.

## **Qualifying Securities and Next Steps**

If you wish to hold your Common Shares in electronic form you will need to submit your share certificate to a UK broker together with a completed CREST Transfer Form which can be obtained from the broker. The broker will then deposit your Common Shares into CREST via the Crest Counter.

In addition, if you wish to hold your Common Shares in electronic form, please also complete, sign and return the Certification Letter (see below) to each of Capita and the Company at the address listed at the top of the Certification Letter.

You should contact Capita Registrars by email at, [shareholderenquiries@capita.co.uk](mailto:shareholderenquiries@capita.co.uk) if you require further information in relation to the process for dematerialising your Common Shares.

## CERTIFICATION LETTER

### VIA MAIL AND FACSIMILE

Capita Registrars  
The Registry  
34 Beckenham Road  
Beckenham, Kent BR3 4TU  
United Kingdom

Constellation Healthcare Technologies, Inc  
3200 Wilcrest Drive, Suite 600  
Houston  
Texas 77042-6000  
United States  
Attention: Sam Zaharis

Re: Decertification and CREST System for Holding and Transferring Shares

Dear Sir or Madam:

In connection with the undersigned's request to hold \_\_\_\_\_ shares of the common stock (the "Shares") of Constellation Healthcare Technologies, Inc. (the "Company"), represented by stock certificate no(s). \_\_\_\_\_ in uncertificated form and to transfer such shares by means of a relevant system for holding and transferring shares (or interests in shares) in uncertificated form, in particular the CREST securities settlement system, the undersigned hereby represents to you that:

1. It acquired the Shares in compliance with Rule 903 of Regulation S under the United States Securities Act of 1933, as amended (the "Securities Act"), or in a trade in compliance with Rule 904 of Regulation S.
2. The undersigned is not an officer or director of the Company and is not otherwise an "affiliate" of the Company (as defined in Rule 405 under the Securities Act); that is, the undersigned is not a person who, directly or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with the Company, and the undersigned has not been such an affiliate of the Company during the three months preceding the date of this letter.
3. The undersigned will not sell the Shares in the United States without complying with applicable United States securities laws.
4. The undersigned understands that, in connection with any proposed sale of the Shares, the undersigned may be required to furnish to you such certifications, legal opinions and other

information as you may reasonably require to confirm that the proposed sale complies with the foregoing restrictions.

5. If the undersigned is a company, trust or other corporate entity, the undersigned represents and warrants that it is duly organized and validly existing under the laws of its organization, and has all requisite powers to execute and deliver this representation letter and has been authorized by all necessary corporate or other action.

The undersigned is familiar with Rule 904 and agrees that you and your legal counsel are hereby authorized to rely upon the representations made above. The undersigned hereby consents to you communicating and conferring with your legal counsel in connection with this matter. This letter or a copy hereof may be produced to any interested party in any administrative or legal proceeding or official inquiry with respect to the matters covered hereby.

Yours faithfully,

\_\_\_\_\_  
(Name of Shareholder if an Entity)

By: \_\_\_\_\_  
(Signature of Authorized Officer)

Name: \_\_\_\_\_

Title: \_\_\_\_\_

OR

\_\_\_\_\_  
(Signature of Shareholder if an Individual)

Date: \_\_\_\_\_