

28 December 2016

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF REGULATION 596/2014

RECOMMENDED ACQUISITION

of

Constellation Healthcare Technologies, Inc. ("CHT" or the "Company")

by a subsidiary of CHT Holdco, LLC ("Parent")

to be effected by means of a merger under the laws of the State of Delaware

Publication and posting of Proxy Statement and Notice of General Meeting

On 25 November 2016, CHT and Parent announced that they had reached agreement on the terms of a recommended acquisition (the "**Acquisition**") under which Parent shall acquire CHT, at an acquisition price of \$2.93 cash and \$0.43 in Promissory Notes per share (the "**Acquisition Price**"), pursuant to the terms of an agreement and plan of merger entered into on 24 November 2016 between CHT, Parent, Sub, Orion Healthcorp, Inc. and CC Capital Management, LLC (the "**Merger Agreement**").

CHT is today publishing a circular (the "**Proxy Statement**") to the holders of the Common Shares, together with the associated Forms of Proxy and Forms of Direction. The Proxy Statement contains, amongst other things, a notice convening a General Meeting of the Company, the full terms and conditions of the Acquisition, the full terms and conditions of the Promissory Notes, an expected timetable of principal events and details of the actions to be taken by Shareholders.

The expected timetable of principal events and a summary of actions to be taken by Shareholders are attached as appendices to this announcement. If any of the key dates set out in the expected timetable change, an announcement will be made via a Regulatory Information Service.

In accordance with the law of the State of Delaware, the Acquisition is subject to and conditional upon (amongst other matters) the approval by Shareholders holding the majority of the Common Shares entitled to vote at the General Meeting. The General Meeting will be held at 11.00 a.m. on 18 January 2017 at the offices of finnCap Ltd at 60 New Broad Street, London EC2M 1JJ. In accordance with the laws of the State of Delaware and CHT's Certificate of Incorporation and Bylaws, the Board has fixed 6.00 p.m. on 23 December 2016 as the Voting Record Time for determining the Shareholders entitled to notice of, and to vote at, the General Meeting. Accordingly, a Shareholder is entitled to notice of, and to vote at, the General Meeting only if it is a record holder of Common Shares at the Voting Record Time, and only in respect of those shares actually held at the Voting Record Time.

It is a condition of the Merger Agreement (which may be waived by Parent in its sole discretion) that ultimate beneficial owners of at least 89 per cent. of Common Shares enter into a Voting Agreement by the time the Proxy Statement is sent to Shareholders and ultimate beneficial owners of at least 89 per cent. of Common Shares vote to approve the Merger Agreement at the General Meeting. Failure to do so may mean that the Merger Agreement will not become unconditional, the Acquisition may not complete and a termination fee and expenses of up to \$14 million in aggregate may be payable by CHT. As of the Latest Practicable Date, CHT has received Voting Agreements to vote in favour of the Acquisition from Shareholders representing 91.95 per cent. of the Common Shares (further details of which are set out in Part 5 of the Proxy Statement).

Following the signing of the Merger Agreement, during the Go-Shop Period, the Acquired Corporations and their respective representatives had the right to, directly or indirectly: (i) solicit or initiate, or induce, facilitate or encourage, the making, submission or announcement of any Acquisition Proposal or take any action that would reasonably be expected to lead to an Acquisition Proposal; (ii) furnish any nonpublic information regarding any of the Acquired Corporations to any Person in connection with or in response to an Acquisition Proposal (other than any notes, analysis or other documents or materials prepared by CC Capital); and (iii) engage in discussions or negotiations with any Person with respect to any Acquisition Proposal. ("**Go-Shop**"). The Special Committee appointed Cassel-Salpeter & Co., LLC to act as their financial advisor in relation to the Go-Shop. Further terms and conditions relating to the Go-Shop are set out in the Merger Agreement which is summarised in Part 2 of the Proxy Statement.

During the Go-Shop Period, Cassel-Salpeter & Co., LLC contacted 193 potential purchasers, of which 16 signed confidentiality agreements, 3 met with management of CHT and 1 submitted an Acquisition Proposal, however, although the Special Committee will continue to evaluate the Acquisition Proposal, the Special Committee has not determined that such Acquisition Proposal constitutes a Superior Proposal under the terms of the Merger Agreement as of the date hereof. In the event of a Superior Proposal Determination, supplemental proxy materials will be made available to the Shareholders. In the event that a Superior Proposal is forthcoming from a third party which amounts to a Superior Proposal Determination, then the Voting Agreements permit relevant Shareholders to vote in favour of such a proposal. The Go-Shop Period expired on 24 December 2016.

Subject to the approval by Shareholders holding the majority of the Common Shares entitled to vote at the General Meeting, CHT has applied to cancel admission of Common Shares to trading on AIM to take effect as soon as possible following closing of the Acquisition, currently anticipated to be 27 January 2017. As a result, after the Acquisition, the Common Shares will no longer be publicly traded on AIM or elsewhere.

Copies of the Proxy Statement and related documents can be found on CHT's website at <http://www.constellationhealthgroup.com>.

Enquiries:

CC Capital Management, LLC

Doug Newton

newton@cc.capital

Finsbury - PR adviser to CC Capital

Charles O'Brien (UK)

Tel: +44 20 7251 3801

charles.obrien@finsbury.com

Kal Goldberg (US)

Tel: +1 646 805 2005

kal.goldberg@finsbury.com

Chris Ryall (U.S.)

Tel: +1 646 805 2078

chris.ryall@finsbury.com

Constellation Healthcare Technologies, Inc.

Paul Parmar, Chief Executive Officer

c/o Redleaf Communications

Sotirios ("**Sam**") Zaharis, Chief Financial Officer

Tel: +44 20 7382 4730

finnCap

Tel: +44 20 7220 0500

Stuart Andrews / Julian Blunt / Scott Mathieson

Corporate Finance

Simon Johnson

Corporate Broking

Redleaf Communications - PR adviser to CHT

Tel: +44 20 7382 4730

Charlie Geller / Sam Modlin

constellation@redleafpr.com

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Time and/or Date
Execution of Merger Agreement	24 November 2016
Voting Record Time for determining the Shareholders entitled to vote at the General Meeting	6.00 p.m. on 23 December 2016
Expiration of the Go-Shop Period	11.59 p.m. on 24 December 2016
Distribution of the Proxy Statement and Notice of General Meeting	28 December 2016
Last time for lodging the Form of Direction	11.00 a.m. on 13 January 2017
Last time for lodging the Form of Proxy	11.00 a.m. on 16 January 2017
Last time for lodging the Form of Declarations, Voting Agreements and Tax Forms	11.00 a.m. on 16 January 2017
General Meeting of CHT	11.00 a.m. on 18 January 2017
Record date for payment of Acquisition Price	6.00 p.m. on 25 January 2017
Termination of the Depository Interest register	6.00 p.m. on 25 January 2017
Closing of the Acquisition	Expected to be 26 January 2017*
Cancellation of admission of the Common Shares to trading on AIM	Expected to be 27 January 2017*
Receiving Agent commences payment of Acquisition Price to Shareholders	Expected to be 27 January 2017*

* Subject to satisfaction or waiver of other conditions to closing as provided for in the Merger Agreement.

CHT has applied to cancel admission of Common Shares to trading on AIM to take effect as soon as possible following closing of the Acquisition, currently anticipated to be 27 January 2017. As a result, after the Acquisition, the Common Shares will no longer be publicly traded on AIM or elsewhere.

The times and dates in the timetable above, except for the historical dates and the expected date of the CHT General Meeting, are indicative only. If any of the above times and/or dates change, the revised times and dates will be notified to Shareholders by an announcement through a regulatory information service recognised by the London Stock Exchange. All times are London times except for "Expiration of the Go-Shop Period" which is Eastern Standard Time.

ACTION TO BE TAKEN

1. Importance of taking action now

A registered holder of Common Shares should draw the attention of the underlying ultimate beneficial owner of such Common Shares to the statements and actions described below. Failure to do so (or to take any of the actions recommended below) may result in one or more of the following consequences, any of which may have a significant adverse impact on the relevant ultimate beneficial owner and/or CHT itself: the Merger Agreement failing to become unconditional; the Acquisition failing to complete; a termination fee and expenses of up to \$14 million in aggregate becoming payable by CHT; a Shareholder's receipt of Promissory Notes being delayed until such time as it is confirmed by CHT that such notes may be validly issued under applicable law; a Shareholder receiving payment rights pursuant to the terms of the B Subordinated Promissory Note, which may be worth materially less than the payment rights pursuant to the terms of the A Subordinated Promissory Note and/or the imposition of a greater amount of US withholding tax than might otherwise be the case.

Under Delaware law, instead of accepting the Acquisition Price provided for in the Merger Agreement, Shareholders who believe that such consideration is inadequate may dissent from the Acquisition and demand to have their shares appraised by the Delaware courts. This right of appraisal is subject to a number of restrictions and technical requirements. Generally, in order to exercise dissenters' appraisal rights under Delaware law, a Shareholder may not vote in favour of adoption of the Merger Agreement and must make a written demand for payment of the fair value of his/her/its shares prior to the vote on the Merger Agreement at the General Meeting. Further details of the appraisal rights are set out in Part 4 of the Proxy Statement.

2. Consequences of failure to take action

It is a condition of the Merger Agreement (which may be waived by Parent in its sole discretion) that ultimate beneficial owners of at least 89 per cent. of Common Shares enter into a Voting Agreement by the time the Proxy Statement is sent to Shareholders. Failure to do so may mean that the Merger Agreement will not become unconditional, the Acquisition may not complete and a termination fee and expenses of up to \$14 million in aggregate may be payable by CHT. **As of the Latest Practicable Date, this condition has been satisfied.**

It is also a condition of the Merger Agreement (which may be waived by Parent in its sole discretion) that Shareholders representing in aggregate 89 per cent. of the Common Shares vote to approve the Merger Agreement. Failure to do so may mean that the Merger Agreement will not become unconditional, the Acquisition may not complete and a termination fee and expenses of up to \$14 million in aggregate may be payable by CHT.

It is also a condition of the Merger Agreement that both (i) the holders of a majority of the voting power of CHT entitled to vote at the General Meeting; and (ii) a majority of the voting power of the Unaffiliated Shareholders vote to approve the Merger Agreement. Failure to do so may mean that the Merger Agreement will not become unconditional, the Acquisition may not complete and expenses of up to \$4 million in aggregate may be payable by CHT.

With respect to any Common Shares, unless and until a Form of Declarations is validly completed and executed by the ultimate beneficial owner (and returned to Capita via the registered holder of the relevant Common Shares (if applicable) in accordance with the instructions set out in paragraph 3 under "Action to be Taken" below), an ultimate beneficial owner's receipt of Promissory Notes may be delayed until such time as it is confirmed by CHT that such Promissory Notes may be validly issued under applicable law.

With respect to any Common Shares, if a Delaware Voting Agreement is not validly executed by the relevant ultimate beneficial owner (and returned to Capita via the registered holder of the relevant Common Shares (if applicable) in accordance with the instructions set out in paragraph 3 under "Action to be Taken" below) the promissory note consideration with respect to such Common Shares will be satisfied pursuant to the terms of the B Subordinated Promissory Note. The terms of the B Subordinated

Promissory Note stipulate that to the extent there are any actions, suits, claims or Legal Proceedings brought by any current or former Shareholder directly or indirectly with respect to CHT, Parent, Sub, the Surviving Corporation, CC Capital or any of their respective Affiliates relating to or arising from the Acquisition and which results in any Losses, the principal amount of the B Subordinated Promissory Note shall be reduced dollar-for-dollar on a pro rata basis for the amount of such Losses (and the interest payable on such promissory note shall be recalculated as if the reduction of the principal amount occurred on the date of issuance of the B Subordinated Promissory Note). See Part 3 of the Proxy Statement for more details. Conversely, with respect to any Common Shares in respect of which a Delaware Voting Agreement is validly executed by the relevant ultimate beneficial owner (and returned to Capita via the registered holder of the relevant Common Shares (if applicable) in accordance with the instructions set out in paragraph 3 under "Action to be Taken" below) the promissory note consideration with respect to such Common Shares will be satisfied pursuant to the terms of the A Subordinated Promissory Note, in relation to which there shall be no equivalent potential reduction in value.

US withholding tax may apply to a portion of the Acquisition Price payable to each Shareholder that does not establish its status as a "United States person" for US tax purposes that is not subject to backup withholding. The rate of such withholding tax will be 30 per cent. unless the ultimate beneficial owner of the relevant Common Shares establishes an entitlement to a lower or zero withholding rate by validly executing an IRS Form W-9, IRS Form W-8BEN, or IRS Form W-8BEN-E (or other applicable withholding tax form) (collectively, the "**Tax Forms**"), together with IRS Form W-8IMY validly executed by the applicable registered holder, and returns the same to Capita via the registered holder of the relevant Common Shares (if applicable) in accordance with the instructions set out in paragraph 3 under "Action to be Taken" below. In the case of an ultimate beneficial owner that is not a United States person, an applicable income tax treaty may reduce such withholding tax to 15 per cent. but generally will not reduce it to zero except in the case of certain qualified pension schemes.

3. Action to be Taken

For the reasons set out above, you are strongly recommended to take the action described below with respect to each of the following items:

- *Form of Proxy* - for registered Shareholders other than DI holders, please complete the Form of Proxy and return it to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to arrive by no later than 11.00 a.m. on 16 January 2017.
- *Form of Direction* - for registered DI holders only, please complete the Form of Direction and return it to the Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible and, in any event, by no later than 11.00 a.m. on 13 January 2017.
- *Form of Declarations* - with respect to each holding of Common Shares, the ultimate beneficial owner of such Common Shares should execute and return to the registered holder of such Common Shares (if different) a duly executed Form of Declarations for onward transmission as soon as possible and, in any event, so as to be received by Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later than 11.00 a.m. on 16 January 2017. The Form of Declarations may be downloaded from CHT's website at www.constellationhealthgroup.com.
- *Delaware Voting Agreement* - with respect to each holding of Common Shares, the ultimate beneficial owner of such Common Shares should execute and return to the registered holder of such Common Shares (if different) a duly executed Delaware Voting Agreement for onward transmission to Capita Asset Services as soon as possible and, in any event, so as to be received by Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later than 11.00 a.m. on 16 January 2017. The form of Delaware Voting Agreement may be downloaded from CHT's website at www.constellationhealthgroup.com.
- *UK Voting Agreement* - if a Delaware Voting Agreement is not signed (which may result in not all of the Acquisition Price being obtained), with respect to each holding of Common Shares, the ultimate beneficial owner of such Common Shares should execute and return to the registered holder of such

Common Shares (if different) a duly executed UK Voting Agreement for onward transmission as soon as possible and, in any event, so as to be received by Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later than 11.00 a.m. on 16 January 2017. The form of UK Voting Agreement may be downloaded from CHT's website at www.constellationhealthgroup.com.

- *Tax Forms* - with respect to each holding of Common Shares, the ultimate beneficial owner of such Common Shares should execute and return to the registered holder of such Common Shares (if different) duly executed Tax Forms for onward transmission as soon as possible and, in any event, so as to be received by Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later than 11.00 a.m. on 16 January 2017 together with IRS Form W-8IMY validly executed by the applicable registered holder, as appropriate. The applicable Tax Forms may be downloaded from CHT's website at www.constellationhealthgroup.com. If applicable, the registered holder should complete Tax Form W-8IMY covering and transmitting the Tax Forms W-8 from the underlying beneficial owners.

Shareholders are urged to complete, sign, date and return the Form of Proxy and/or Form of Direction in the pre-paid envelope provided with the Proxy Statement.

A registered holder of Common Shares shall be responsible for ensuring that the Form of Declarations, the Voting Agreements and the Tax Forms (as applicable) are completed by the registered holder and the ultimate beneficial owner in accordance with the instructions set out in paragraph 3 under "Action to be Taken" above and in the Form of Declarations and that all such completed and executed documents are sent by the registered holder to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to arrive by no later than 11.00 a.m. on 16 January 2017.

To the extent that ultimate beneficial owners are not the registered holders they must ensure that such completed and executed documents are returned to the registered holders for onward transmission to Capita and no forms should be sent directly to Capita by an ultimate beneficial owner unless such person is also the registered holder.

If the ultimate beneficial owner and the registered holder are the same person such completed and executed documents should be sent by the registered holder direct to the Receiving Agent at the above address to arrive no later than 11.00 a.m. on 16 January 2017.

Each Shareholder will, shortly following closing of the Acquisition, receive a notification from Capita confirming the amount of cash consideration and portion of the principal amount and class of Promissory Notes it will be entitled to, together with details of any US withholding tax which may be applicable.

Further details with respect to the voting at the General Meeting and the voting procedures which will apply are set out below.

4. Time and Place of the General Meeting

The Proxy Statement is being furnished to holders of Common Shares in connection with the solicitation of proxies by and on behalf of the Board for use at the General Meeting to be held at 11.00 a.m. on 18 January 2017 at the offices of finnCap Ltd at 60 New Broad Street, London EC2M 1JJ, and at any adjournment or postponement thereof.

CHT is first mailing the Proxy Statement, the accompanying Notice of General Meeting, Form of Proxy and Form of Direction on or about 28 December 2016 to all holders of Common Shares entitled to notice of, and to vote at, the General Meeting.

5. Purposes of the General Meeting

At the General Meeting, the Shareholders will consider and vote on the Resolution, which is a resolution to approve the Merger Agreement, the Acquisition and the other transactions contemplated by the

Merger Agreement.

To approve the Acquisition, it is proposed that at the General Meeting, the following Resolution be adopted:

"**THAT** the Acquisition and the terms of the Merger Agreement be and are hereby approved."
In order for the Acquisition to occur (and subject to all other Conditions being satisfied and/or waived), Shareholders must approve the Resolution:

- by the affirmative vote of holders of a majority of the voting power of CHT entitled to vote at the General Meeting ("**Stockholder Approval**"); and
- by the affirmative vote of a majority of the voting power of the Unaffiliated Shareholders ("**Majority of the Minority Approval**").

As at the Latest Practicable Date, to the Board's knowledge and based on information disclosed to CHT by the Parmar Controlled Entities, the Parmar Controlled Entities owned (legally or beneficially) 49,302,598 Common Shares (which constitute 53.54 per cent. of the Common Shares outstanding at the Latest Practicable Date). Pursuant to the terms of the Merger Agreement all of the Parmar Controlled Entities have delivered Delaware Voting Agreements to the Parent.

If the Shareholders fail to approve and adopt the Resolution, the Acquisition will not occur. For more information about the Merger Agreement, see Part 2 of the Proxy Statement.

If the Acquisition is approved at the General Meeting in the manner set out above (and subject to all other Conditions being satisfied and/or waived), CHT will be authorised to complete the Acquisition and if the Acquisition is completed, all Common Shares will be cancelled and converted into the right receive the Acquisition Price, including those Shareholders who voted against the Resolution at the General Meeting or who did not vote; provided, however that:

- a Shareholder's receipt of Promissory Notes may be delayed until such time as it is confirmed by CHT that such notes may be validly issued under applicable law (through a validly completed and returned Form of Declarations in accordance with the instructions set out in the Proxy Statement or the Form of Declarations);
- if a Delaware Voting Agreement is not validly executed the promissory note consideration with respect to such Common Shares will be satisfied pursuant to the terms of the B Subordinated Promissory Notes (instead of pursuant to the terms of the A Subordinated Promissory Notes); and
- under Delaware law, instead of accepting the Acquisition Price provided for in the Merger Agreement, Shareholders who believe that such consideration is inadequate may dissent from the Acquisition and demand to have their shares appraised by the Delaware courts. This right of appraisal is subject to a number of restrictions and technical requirements. Generally, in order to exercise dissenters' appraisal rights under Delaware law, a Shareholder may not vote in favour of adoption of the Merger Agreement and must make a written demand for payment of the fair value of his/hers/its shares prior to the vote on the Merger Agreement. Further details of the appraisal rights are set out in Part 4 of the Proxy Statement.

It is also a condition of the Merger Agreement that Shareholders representing in aggregate of 89 per cent. of the Common Shares vote to approve the Merger Agreement although this condition may be waived by Parent at its sole discretion.

Following closing of the Acquisition, CHT will be a subsidiary of Parent.

CHT has applied to cancel admission of Common Shares to trading on AIM to take effect as soon as possible following closing of the Acquisition, currently anticipated to be 27 January 2017. As a result, after the Acquisition, the Common Shares will no longer be publicly traded on AIM or elsewhere.

6. Recommendation of the Board and Special Committee

THE SPECIAL COMMITTEE UNANIMOUSLY BELIEVES THAT THE ACQUISITION IS FAIR TO AND IN THE BEST INTERESTS OF THE UNAFFILIATED SHAREHOLDERS AND UNANIMOUSLY RECOMMENDS THAT SUCH SHAREHOLDERS VOTE "FOR" THE RESOLUTION. THE BOARD UNANIMOUSLY BELIEVES THAT THE ACQUISITION IS FAIR TO AND IN THE BEST INTERESTS OF CHT AND ITS SHAREHOLDERS AS A WHOLE AND UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" THE RESOLUTION.

7. Voting Record Time; Shareholders Entitled to Vote

In accordance with the laws of the State of Delaware and CHT's Certificate of Incorporation and Bylaws, the Board has fixed 6.00 p.m. on 23 December 2016 as the Voting Record Time for determining the Shareholders entitled to notice of, and to vote at, the General Meeting. Accordingly, a Shareholder is entitled to notice of, and to vote at, the General Meeting only if it is a record holder of Common Shares at the Voting Record Time, and only in respect of those shares actually held at the Voting Record Time.

DI Holders will require a letter of representation in order to attend, speak or vote in person at the General Meeting. This may be requested from the Receiving Agent by no later than 11.00 a.m. on 13 January 2017 or 72 hours before the time fixed for any adjourned general meeting of the Company.

As of the Latest Practicable Date, there were 92,081,632 Common Shares outstanding and entitled to vote.

8. Quorum; Adjournment and Postponement

A quorum must be present in order for the General Meeting to be held. Pursuant to CHT's Articles of Incorporation and Bylaws, the quorum required for the General Meeting consists of at least one-third of the Common Shares present, in person or by proxy.

If within half an hour from the time appointed for the holding of the General Meeting a quorum is not present, the General Meeting will stand adjourned until such other date, time or place as determined pursuant to CHT's Bylaws.

9. Voting Rights and Vote Required

Each Common Share outstanding at the Voting Record Time will entitle its holder to one vote upon each of the matters to be presented at the General Meeting.

Provided that a quorum is present, approval of the Resolution by the single vote of the Shareholders will require:

- Stockholder Approval; and
- Majority of the Minority Approval.

It is also a condition of the Merger Agreement that Shareholders representing in aggregate 89 per cent. of the Common Shares vote to approve the Merger Agreement although this condition may be waived by Parent in its sole discretion.

As at the Latest Practicable Date, to the Board's knowledge and based on information disclosed to CHT by the Parmar Controlled Entities, the Parmar Controlled Entities owned (legally or beneficially) 49,302,598 Common Shares (which constitute 53.54 per cent. of the Common Shares outstanding at the Latest Practicable Date). Pursuant to the terms of the Merger Agreement, all of the Parmar Controlled Entities have delivered Delaware Voting Agreements to the Parent.

As of the Latest Practicable Date, CHT has received Voting Agreements from Shareholders representing 91.95 per cent. of the Common Shares. Of these, CHT has received Delaware Voting Agreements from Shareholders representing 86.72 per cent. of the Common Shares (which include the Parmar Controlled Entities) and UK Voting Agreements from Shareholders

representing 5.23 per cent. of the Common Shares. Further details are set out in Part 5 of the Proxy Statement.

Common Shares represented at the General Meeting which are not voted on the Resolution, and Common Shares represented at the General Meeting by proxy where the Shareholder has properly withheld authority to vote on such proposal (i.e. abstained) will be counted for the purposes of determining whether a quorum exists and all Common Shares (even those not represented at the General Meeting) will be counted for determining the voting power of Shareholders entitled to vote at the General Meeting (except that the Common Shares of the Parmar Controlled Entities shall not be included in determining the voting power of Shareholders for the Majority of the Minority Approval).

10. Voting Procedures

For information on how to vote at the General Meeting (including by proxy), please see the detailed notes to the Notice of General Meeting at the end of the Proxy Statement and the instructions to the Form of Proxy and Form of Direction.

To be valid:

- a Form of Proxy should be completed and returned to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to arrive by no later than 11.00 a.m. on 16 January 2017.
- a Form of Direction (for holders of Depositary Interests only) should be completed and returned to Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible and, in any event, by no later than 11.00 a.m. on 13 January 2017.

11. Assistance

If you have any questions relating to the General Meeting, the Proxy Statement or the completion and return of the Voting Agreements, Form of Proxy, Form of Direction, the Tax Forms and/or Form of Declarations, please address your questions in writing to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or call Capita Asset Services on +44 (0)371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The phone lines will be open between 9.00 a.m. to 5.30 p.m. London time, Monday to Friday excluding public holidays in England and Wales. Please note that the Receiving Agent cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

SHAREHOLDERS ARE URGED TO COMPLETE, SIGN, DATE AND RETURN THE FORM OF PROXY AND/OR FORM OF DIRECTION IN THE PRE-PAID ENVELOPE PROVIDED WITH THE PROXY STATEMENT.

A REGISTERED HOLDER OF COMMON SHARES SHALL BE RESPONSIBLE FOR ENSURING THAT THE FORM OF DECLARATIONS, THE VOTING AGREEMENTS AND THE TAX FORMS (AS APPLICABLE) ARE COMPLETED BY THE REGISTERED HOLDER AND THE ULTIMATE BENEFICIAL OWNER IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT IN PARAGRAPH 3 UNDER "ACTION TO BE TAKEN" ABOVE AND IN THE FORM OF DECLARATIONS AND THAT ALL SUCH COMPLETED AND EXECUTED DOCUMENTS ARE SENT BY THE REGISTERED HOLDER TO CAPITA ASSET SERVICES, CORPORATE ACTIONS, THE REGISTRY, 34 BECKENHAM ROAD, BECKENHAM, KENT BR3 4TU AS SOON AS POSSIBLE AND, IN ANY EVENT, SO AS TO ARRIVE BY NO LATER THAN 11.00 A.M. ON 16 JANUARY 2017.

TO THE EXTENT THAT ULTIMATE BENEFICIAL OWNERS ARE NOT THE REGISTERED HOLDERS THEY MUST ENSURE THAT SUCH COMPLETED AND EXECUTED DOCUMENTS ARE RETURNED TO THE REGISTERED HOLDERS FOR ONWARD TRANSMISSION TO CAPITA AND NO FORMS SHOULD BE SENT DIRECTLY TO CAPITA BY AN ULTIMATE BENEFICIAL OWNER UNLESS SUCH PERSON IS ALSO THE REGISTERED HOLDER.

SHAREHOLDERS SHOULD NOT SEND ANY CERTIFICATES REPRESENTING COMMON

SHARES WITH THEIR VOTING AGREEMENT, FORM OF DECLARATIONS, FORM OF PROXY OR FORM OF DIRECTION.

IF THE ULTIMATE BENEFICIAL OWNER AND THE REGISTERED HOLDER ARE THE SAME PERSON SUCH COMPLETED AND EXECUTED DOCUMENTS SHOULD BE SENT DIRECT BY THE REGISTERED HOLDER TO THE RECEIVING AGENT AT THE ABOVE ADDRESS TO ARRIVE NO LATER THAN 11.00 a.m. ON 16 JANUARY 2017.

Important Notices:

Disclaimers

finnCap, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for CHT as its nominated adviser and no one else in connection with the Acquisition and will not be responsible to anyone other than CHT for providing the protections afforded to clients of finnCap nor for providing advice in connection with the Acquisition or the content of, or any other matter or arrangement described or referred to in, this announcement.

This announcement is for information purposes only and is not intended to, and does not constitute, or form part of any offer, invitation, inducement or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of or exercise rights in respect of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise. Any vote, decision in respect of, or other response to, the Acquisition should be made only on the basis of the information contained in the Proxy Statement. Each CHT Shareholder is urged to consult its independent professional advisers immediately regarding the tax consequences of the Acquisition applicable to them.

In accordance with normal practice in the United Kingdom, the Parent or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Common Shares, other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com.

Overseas Shareholders

The ability of Overseas Shareholders to participate in the Acquisition and the distribution of this announcement in, into or from jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this announcement comes should inform themselves of, and observe, any such restrictions. Any person (including without limitation, nominees, trustees and custodians) who would, or otherwise intends to, forward this announcement, the Proxy Statement, the Form of Proxy or any accompanying document to any jurisdiction outside the United Kingdom should refrain from doing so and seek appropriate professional advice before taking any action. If any Overseas Shareholder remains in any doubt, it should consult an appropriate independent professional adviser in its relevant jurisdiction without delay. In particular, the ability of persons who are not resident in the United Kingdom to vote their Common Shares at the General Meeting or to execute and deliver a Form of Proxy appointing another to vote their Common Shares in respect of the General Meeting on their behalf, may be affected by the laws of the relevant jurisdiction in which they are located.

Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. This announcement has been prepared for the purposes of complying with the laws of the United Kingdom and State of Delaware and information disclosed may not be the same as that which would have been prepared in accordance with laws of jurisdictions outside of the United Kingdom and the

State of Delaware. In particular, the Acquisition is not governed by the Takeover Code and Shareholders will not be afforded the protection of the Takeover Code.

This announcement is not intended to, and does not, constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval pursuant to the Acquisition or otherwise, in any jurisdiction in which such offer, invitation or solicitation is unlawful.

Cautionary Note Regarding Forward-Looking Statements

This announcement contains statements that are or may be forward-looking statements. All statements other than statements of historical facts may be forward-looking statements, including statements that relate to CHT, Parent and/or their respective subsidiaries' future prospectus, developments and strategies prior to and after the consummation of the Acquisition.

Forward-looking statements can be identified by the use of terms and phrases such as "believe", "targets", "expects", "aim", "anticipate", "projects", "would", "could", "envisage", "estimate", "intend", "may", "plan", "will" or the negative of those, variations or comparable expressions, including references to assumptions. Forward-looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of CHT's and Parent's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on CHT's and Parent's business. The forward-looking statements in this announcement are based on current expectations and are subject to unknown risks and uncertainties that could cause actual results, performance and achievements to differ materially from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of CHT, Parent and/or their respective subsidiaries and the environment in which each will operate in the future prior to and after the consummation of the Acquisition and readers are cautioned not to place undue reliance on such forward-looking statements. All subsequent oral or written forward-looking statements attributed to CHT, Parent and/or their respective subsidiaries or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above.

Each forward-looking statement speaks only as at the Latest Practicable Date. Except as required by applicable law or regulatory requirement (including the AIM Rules), neither CHT nor any other party intends to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

No Profit Forecasts or Estimates

No statement in this announcement is intended as a profit forecast or estimate for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for CHT or Parent, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for CHT or Parent, as appropriate.

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Exchange Rates

The Acquisition Price is fixed in USD and the risk of fluctuations of the sterling equivalent at closing will be borne by Shareholders. Amounts not denominated in sterling in this announcement have been converted into Sterling at the prevailing exchange rate as quoted from Bloomberg at the close of business in London on the relevant date.

The following definitions apply throughout this announcement, unless the context otherwise requires:

"A Subordinated Promissory Note"	a subordinated promissory note issued by Sub that provides for certain payment rights for Shareholders that sign a Delaware Voting Agreement, as described in Part 3 of the Proxy Statement;
"AC"	Alpha Cepheus, a Delaware limited liability company;
"Acquired Corporations"	(a) CHT; (b) each of CHT's subsidiaries; and (c) any other Entity that has been merged with or into, or that is a predecessor to, any of the Entities identified in paragraphs (a) or (b) above;
"Acquisition"	the recommended acquisition of the entire issued and to be issued ordinary share capital of CHT by the Parent at the Acquisition Price in cash and Promissory Notes through the merger of Sub with and into CHT pursuant to the laws of the State of Delaware and the terms of the Merger Agreement and, where the context admits, any subsequent variation, revision, extension or renewal thereof;
"Acquisition Price"	\$2.93 in cash and \$0.43 in Promissory Notes per share;
"Acquisition Proposal"	any inquiry, indication of interest, proposal or offer made by any Person (other than Parent or any of its Affiliates) contemplating or otherwise relating to any Acquisition Transaction;
"Acquisition Transaction"	any transaction or series of related transactions involving: (a) any merger, exchange, consolidation, business combination, plan of arrangement, issuance of securities, acquisition of securities, reorganization, recapitalization, takeover offer, tender offer, exchange offer or other similar transaction: (i) in which a Person or "group" (as defined in the Exchange Act) of Persons directly or indirectly acquires beneficial or record ownership of securities representing more than 50.1 per cent. of the outstanding securities of any class of voting securities of any of the Acquired Corporations whose assets, individually or in the aggregate, constitute 50.1 per cent. or more of the consolidated assets of CHT (as determined on a book value basis); or (ii) in which any of the Acquired Corporations whose assets, individually or in the aggregate, constitute 50.1 per cent. or more of the consolidated assets of CHT (as determined on a book value basis) issues securities representing more than 50.1 per cent. of the outstanding securities of any class of any Acquired Corporation's voting securities; (b) any sale, lease, exchange, transfer, license or disposition of any business or businesses or assets that constitute or account for 50.1 per cent. or more of the consolidated net revenues, consolidated net income or consolidated assets of the Acquired Corporations taken as a whole; or (c) any liquidation or dissolution of any of the Acquired Corporations whose assets, individually or in the aggregate, constitute 50.1 per cent. or more of the consolidated assets

	of CHT (as determined on a book value basis);
"Affiliate"	has the meaning given to such term in Rule 12b-2 under the Exchange Act; provided that (a) neither Parent, Sub nor any other member of the Purchaser Group shall be deemed to be Affiliates of any Acquired Corporation and (b) no Acquired Corporation shall be deemed to be an Affiliate of Parent, Sub or any other member of the Purchaser Group for any purpose;
"AIM"	AIM, the market of that name operated by the London Stock Exchange;
"AIM Rules"	the rules applicable to AIM as published by the London Stock Exchange from time to time;
"B Subordinated Promissory Note"	a subordinated promissory note issued by Sub that provides for certain payment rights for Shareholders that do not sign a Delaware Voting Agreement, as described in Part 3 of the Proxy Statement;
"Board"	the board of directors of CHT;
"Business Day"	a day (other than Saturday, Sunday or a public holiday) on which banks are open for business in London or where such term is used in the context of the Merger Agreement, a day other than Saturday, Sunday or another day on which commercial banks in New York, New York are closed for business;
"CC Capital"	CC Capital Management, LLC;
"CC Capital CHT Holdco"	CC Capital CHT Holdco LLC, a subsidiary of CC Capital;
"CH"	Constellation Health, LLC, a Delaware limited liability company;
"CHT" or "Company"	Constellation Healthcare Technologies, Inc, a Delaware Corporation;
"Common Shares"	shares of common stock in the capital of CHT, par value of \$0.0001 (and, where the context so requires, CHT Depository Interests representing such shares);
"Conditions"	the conditions to the Acquisition set out in the Merger Agreement and summarised in Part 2 of the Proxy Statement;
"Contemplated Transactions"	the Acquisition and the other transactions contemplated by the Merger Agreement, and the Voting Agreements and the transactions contemplated therein;
"Contributed Shares"	the Common Shares conveyed pursuant to the Contribution;
"Contribution"	the contribution of 17,862,074 Common Shares by CH to AC and 6,993,563 Common Shares and the Contributed Promissory Note by FUH to AC, followed by AC's contribution of such Contributed Shares and the Contributed Promissory Note to Parent;

"CREST"	a relevant system (as defined in the Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the Regulations);
"Delaware Voting Agreement"	a voting and support agreement (including a waiver and release of claims) to approve the Acquisition governed by the laws of the State of Delaware, in substantially the form set out in the Merger Agreement and as described in Part 5 of the Proxy Statement;
"Depository Interests" or "DI"	interests which represent the Common Shares (which are held by Capita IRG Trustees Limited in exchange for the issue of a dematerialised depository interest representing the Common Shares and which are held on trust for the holders of such interests) and are tradable through CREST;
"Director" or "CHT Director"	a director of CHT;
"DI holders"	holders of CHT Depository Interests;
"Effective"	in the context of the Acquisition, the Merger Agreement becoming effective in accordance with the terms of the Merger Agreement;
"Entity"	any corporation (including any non-profit corporation), general partnership, limited partnership, limited liability partnership, joint venture, joint venture syndicate, estate, trust, company (including any company limited by shares, limited liability company or joint stock company), firm, society or other enterprise, association, organisation or entity;
"Exchange Act"	the Securities Exchange Act of 1934, as amended;
"Euroclear"	Euroclear UK & Ireland Limited;
"FCA" or "Financial Conduct Authority"	the UK Financial Conduct Authority;
"finnCap"	finnCap Ltd, the nominated adviser and broker to CHT for the purposes of the AIM Rules;
"Form of Declarations"	the form of declarations relating to the ultimate beneficial ownership of Common Shares, a copy of which is available on CHT's website at http://www.constellationhealthgroup.com ;
"Form of Direction"	the form of direction for use at the General Meeting, which accompanies the Proxy Statement;
"Form of Proxy"	the form of proxy for use at the General Meetings, which accompanies the Proxy Statement;
"FUH"	First United Health, LLC, a Delaware limited liability company;

"General Meeting"	the General Meeting of the Shareholders to be held at 11.00 a.m. on 18 January 2017 at the offices of finnCap Ltd at 60 New Broad Street, London EC2M 1JJ, notice of which is set out in Part 8 of the Proxy Statement (including any adjournment thereof) to be convened in connection with the Acquisition;
"Go-Shop Period"	the period from the date of the Merger Agreement until 11:59 p.m., Eastern Time on December 24, 2016;
"Governmental Entity"	any: (a) nation, state, commonwealth, province, territory, county, municipality, tribal territory, district or other jurisdiction of any nature; (b) US federal, state, local or municipal, non-US or other government; (c) governmental or quasi-governmental authority of any nature (including any governmental division, department, agency, commission, instrumentality, official, ministry, fund, foundation, center, organization, unit, body or Entity and any court or other tribunal); (d) self-regulatory organization (including the London Stock Exchange and the FCA); or (e) any government healthcare program contractor;
"IRS"	the US Internal Revenue Services;
"Latest Practicable Date"	23 December 2016, being the last Business Day prior to posting of the Proxy Statement;
"Legal Proceeding"	any action, suit, litigation, arbitration, proceeding (including any civil, criminal, administrative, investigative or appellate proceeding), hearing, audit, examination or investigation, commenced, brought, conducted or heard by or before, or otherwise involving, any court or other Governmental Entity or any arbitrator or arbitration panel;
"London Stock Exchange"	London Stock Exchange Group plc, a public limited company incorporated in England and Wales with registered number 5369106;
"Losses"	with respect to any Loss Party, any losses, damages, liabilities, claims, costs, fees and expenses (including the fees of attorneys and advisors), interest, penalties, judgments and settlements or any other cost and liability of any nature whatsoever, including any incidental, indirect, consequential or special damages, in each case, as may be incurred, suffered or otherwise payable by any Loss Party;
"Loss Party"	the Company, Parent, Sub, the Surviving Corporation, CC Capital and any of their respective Affiliates, and also includes any of their respective former, current and future direct or indirect equity holders, controlling persons, stockholders, directors, officers, employees, agents, members, managers, general or limited partners or assignees; provided that Loss Party shall not include any former or current stockholder of the Company who is a plaintiff in any action, claim, suits or other legal proceedings relating to the Contemplated Transactions

(other than Parent, Sub or their respective Affiliates, who, for the avoidance of doubt, shall be deemed Loss Parties);

"Majority of the Minority Approval"	the holders of the majority of outstanding Common Shares, other than those Common Shares held by an "officer" of CHT (as defined in Rule 16a-1(f) promulgated under the Exchange Act) and the Parmar Controlled Entities, voting in favour of the adoption of the Merger Agreement;
"Merger Agreement"	the Agreement and plan of merger, dated 24 November 2016, by and among CHT, Sub, Parent, CC Capital and Orion and as described in Part 2 of the Proxy Statement;
"Notice of General Meeting"	the Notice of General Meeting set out at the end of the Proxy Statement;
"Orion"	Orion Healthcorp, Inc. (a wholly owned subsidiary of CHT);
"Overseas Shareholders"	Shareholders (or nominees, custodians or trustees of Shareholders) who are resident in, or nationals or citizens of jurisdictions outside of the UK or who are citizens or residents of countries other than the UK;
"Panel" or "Takeover Panel"	the UK Panel on Takeovers and Mergers;
"Parent"	CHT Holdco, LLC, a Delaware Corporation;
"Parmar Controlled Entity"	entities managed, whether directly or indirectly, by Paul Parmar and Sotirios ("Sam") Zaharis namely PBPP Partners LLC, MYMSMD LLC, PPSR Partners LLC, Blue Mountain Healthcare LLC, Parent, Sub, FUH, CH and AC, which together are interested in 49,302,598 Common Shares (including the Contributed Shares) representing 53.54 per cent. of the issued and outstanding Common Shares as at the Latest Practicable Date;
"Person" or "Persons"	any individual, person (including a "person" as defined in Section 13(d)(3) of the Exchange Act), Entity or Governmental Entity;
"Proceeding"	any threatened or pending action, suit, litigation, arbitration, proceeding (including any civil, criminal, administrative, investigative or appellate proceeding), hearing, audit, examination or investigation, whether formal or informal, commenced, brought, conducted or heard by or before, or otherwise involving, any court or other Governmental Entity or any arbitrator or arbitration panel;
"Promissory Note"	an A Subordinated Promissory Note or a B Subordinated Promissory Note;
"Proxy Statement"	the document to be sent to Shareholders in connection with seeking the adoption of the Merger Agreement, containing and setting out the

	terms of the Acquisition and the notice convening the General Meeting;
"Purchaser Group"	Parent, Sub, Paul Parmar, each Contributing Entity and CC Capital;
"Receiving Agent" or "Capita"	Capita Asset Services, a trading name of Capita Registrars Limited;
"Registrar"	Capita Registrars (Guernsey) Limited;
"Regulations"	the Uncertificated Securities Regulations 2001 (SI2001 No. 3755), as amended from time to time;
"Regulatory Information Service"	a service approved by the London Stock Exchange for the distribution to the public of announcements and included on the list maintained on the London Stock Exchange's website;
"Resolution"	the resolution to be proposed at the General Meeting to approve the Merger Agreement in connection with the Acquisition;
"Shareholder"	a holder of Common Shares;
"Special Committee"	all of the members of the Board save for Mark Feuer, Paul Parmar and Sam Zaharis;
"Stockholder Approval"	affirmative vote of a majority of the aggregate voting power of the issued and outstanding shares of Common Shares;
"Sub"	CHT MergerSub, Inc., a Delaware corporation;
"Superior Proposal"	an unsolicited <i>bona fide</i> written Acquisition Proposal that (a) did not result from a breach of the Merger Agreement; (b) is not subject to a financing contingency and in respect of which any required financing is then committed; (c) includes merger consideration in excess of the aggregate Acquisition Price pursuant to the terms of the Merger Agreement; and (d) is determined by the Board or any independent committee, in its good faith judgement, and after taking into account, among other things, all legal, financial, regulatory and other aspects of the offer, including any conditions, and the identity of the offeror and the likelihood and anticipated timing of consummation, to be more favourable from a financial point of view to the Shareholders (other than members of the Purchaser Group) than the Acquisition;
"Superior Proposal Determination"	at any time prior to the receipt of the later of the Stockholder Approval and the Majority of the Minority Approval, the Board or any independent committee's determination in good faith, after consultation with its outside legal counsel, that an Acquisition Proposal not in violation of the Merger Agreement constitutes a Superior Proposal;
"Surviving Corporation"	CHT, following the Sub having merged with and into CHT and the separate corporate existence of Sub shall cease thereupon, being the surviving corporation in the Acquisition and continuing to be

	governed by the laws of the State of Delaware;
"Takeover Code"	the UK City Code on Takeovers and Mergers;
"Tax Forms"	IRS Form W-9, IRS Form W-8BEN; IRS Form W-8BEN-E; and Form W-8IMY;
"UK Voting Agreement"	a form of irrevocable commitment to vote in favour of the Acquisition (but not including a waiver and release of claims) governed by English law, in substantially the form set out in the Merger Agreement and as described in Part 5 of the Proxy Statement;
"Unaffiliated Shareholders"	Shareholders unaffiliated with CHT or the Parmar Controlled Entities;
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland;
"United States" or "US"	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia and all other areas subject to its jurisdiction;
"Voting Agreement"	either a Delaware Voting Agreement or a UK Voting Agreement;
"Voting Record Time"	6.00 p.m. on 23 December 2016, the time and date set by the Board as the record time and date for determining the Shareholders entitled to vote at the General Meeting.
"£" or "sterling"	pounds sterling, the lawful currency of the United Kingdom and reference to "pence" and "p" shall be construed accordingly; and
"\$" or "USD"	US dollars, the lawful currency of the United States of America and reference to "cents" shall be construed accordingly;

References to an enactment include references to that enactment as amended, replaced, consolidated or re-enacted by or under any other enactment before or after the Latest Practicable Date.

All the times referred to in the Proxy Statement are London times unless otherwise stated.

References to the singular include the plural and vice versa.