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THE COMMON SHARES, AND THE DEPOSITARY INTERESTS ISSUED IN RESPECT OF THE COMMON SHARES, HAVE NOT BEEN REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES, OR TO OR FOR THE ACCOUNT OR BENEFIT OF US PERSONS, UNLESS THEY ARE REGISTERED UNDER THE SECURITIES ACT AND ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND ANY SUCH SECURITIES LAWS IS AVAILABLE. HEDGING TRANSACTIONS INVOLVING THE COMMON SHARES, OR THE DEPOSITARY INTERESTS ISSUED IN RESPECT OF THE COMMON SHARES, MAY NOT BE CONDUCTED UNLESS IN COMPLIANCE WITH THE SECURITIES ACT.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about what action you should take, you should consult your stockbroker, bank manager, solicitor or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Common Shares in Constellation Healthcare Technologies, Inc. (the "Company"), please send this document and the accompanying Form of Proxy at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, these documents should not be forwarded or sent in, into or from the United States, Australia, Canada, the Republic of South Africa or Japan or any other state or jurisdiction in which release, publication or distribution would be unlawful and therefore persons into whose possession this document and any accompanying documents come should inform themselves about and observe any applicable requirements. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Common Shares, you should retain this document and the accompanying Form of Proxy; however, please also contact your bank, stockbroker or other agent through whom the sale or transfer was effected immediately.

This document does not constitute an offer to buy, acquire or subscribe for, or the solicitation of an offer to buy, acquire or subscribe for, Placing Shares or DIs nor an invitation to buy, acquire or subscribe for the Placing Shares or DIs in any jurisdiction. This document has not been filed with, examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

Application will be made to the London Stock Exchange for the New Shares and the DIs to be issued in respect of the Placing Shares to be admitted to trading on AIM. On the assumption that, *inter alia*, the Resolutions are passed, it is expected that Admission will become effective and that dealings in the New Shares will commence on 6 January 2016.

CONSTELLATION HEALTHCARE TECHNOLOGIES, INC.

(incorporated in the State of Delaware, USA under the Delaware General Corporation Law with registered number 5596678)



Conditional Acquisition of MDRX Medical Billing LLC

Proposed Placing of up to 16,471,195 new Common Shares at 160 pence per share

Subscription for 2,280,000 new Common Shares at 160 pence per share

and

Notice of General Meeting

Joint broker

Nominated adviser and joint broker

Sub-placing agent

STIFEL

finnCap

CHRYSTAL CAPITAL

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You are recommended to read the whole of this document but your attention is drawn to the letter from the Chairman of the Company which is set out on pages 10 to 17 of this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below. A General Meeting to consider the proposals described in this document will be held at 10.00 a.m. on 5 January 2016 at the offices of Addleshaw Goddard LLP, Miton Gate, 60 Chiswell Street, London EC1Y 4AG. You are requested to complete, sign and return the enclosed Form of Proxy to the Company's registrars, Capita Registrars (Guernsey) Limited, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible but in any event, in order to be valid, to arrive not later than 10.00 a.m. on 3 January 2015. Please note that completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person should you wish to do so.

By completing the enclosed Form of Direction, holders of Depositary Interests can instruct Capita IRG Trustees Limited (the "Depositary") to vote on their behalf at the GM, either in person or by proxy. If the Form of Direction is completed without any indication as to how the Depositary should vote, the Depositary Interest holder will be deemed as instructing the Depositary to withhold from voting. If the Depositary Interest holder wishes to instruct the Depositary (other than electronically using CREST), they must lodge the completed Form of Direction with Capita Asset Services at the address stated on the Form of Direction during normal business hours and in any case no later than 10.00 a.m. on 2 January 2016, or 72 hours before the time fixed for any adjourned meeting.

The distribution of this document outside the United Kingdom may be restricted by law and therefore any persons outside the United Kingdom into whose possession this document comes should inform themselves about and observe any such restrictions as to the Placing, the Subscription, the New Shares, the Existing Common Shares and the DIs and the distribution of this document. Any failure to comply with such restrictions may constitute a violation of the securities laws of any jurisdiction outside of the United Kingdom. This document does not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer to buy or to subscribe for, shares or DIs in any jurisdiction in which such an offer or solicitation is unlawful. In particular, this document is not for release, publication or distribution, directly, or indirectly, in whole or in part, in, into or from the United States, Australia, Canada, the Republic of South Africa, Japan or to any US Person, or any national, resident or citizen of Australia, Canada, the Republic of South Africa or Japan. Except for the Subscription no offering of Common Shares, DIs or any other securities of the Company, is being made in the United States. This document, and the information contained herein, does not constitute an offer to sell or a solicitation of an offer to buy any Common Shares, DIs or any other securities of the Company in the United States.

No person has been authorised to give any information or to make any representation other than those contained in this document in connection with the Placing, Subscription and Admission and, if given or made, such information or representation must not be relied upon as having been authorised by or on behalf of the Company, finnCap or Stifel or any of their respective directors, employees or officers.

Restrictions under the Securities Act

The Common Shares have not been approved or disapproved by the United States Securities and Exchange Commission (the "SEC"), any US state securities commission or any other regulatory authority nor have any of the foregoing authorities passed upon or endorsed the merits of the Placing, the Subscription or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

THE COMMON SHARES AND THE DIs HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT, NOR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (A)(1) TO A PERSON WHOM THE SELLER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE) OR (4) PURSUANT TO ANOTHER EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND (B) IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR ANY OTHER JURISDICTION. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 OR RULE 144A UNDER THE SECURITIES ACT FOR THE RESALE OF COMMON SHARES OR DIs.

The Placing Shares and the DIs are being offered and sold outside the United States to non-US Persons pursuant to, and in accordance with, the requirements of Regulation S. The Placing Shares, and the DIs to be issued in respect of the Placing Shares, are not being offered or sold in the United States. The Subscription Shares are being offered and sold to First United Health pursuant to, and in accordance with, an exemption from the registration requirements of the Securities Act. The Common Shares and the DIs cannot be offered, resold, pledged or otherwise transferred in the United States or to US Persons except in accordance with the restrictions and procedures set forth under the heading "Important Information – United States securities disclosures regarding transfers of Common Shares" below.

IMPORTANT INFORMATION

The Company is not subject to the periodic reporting requirements of the US Securities Exchange Act of 1934, as amended (the "Exchange Act"). In order to permit compliance with Rule 144A in connection with resales of the Placing Shares, the DIs issued in respect thereof and the Subscription Shares, the Company agrees to furnish upon request of a shareholder or a prospective purchaser of Common Shares or DIs the information required to be delivered under Rule 144A(d)(4) under the Securities Act if at the time of such request the Company is not a reporting company under Section 13 or Section 15(d) of the Exchange Act.

Settlement and CREST

The EU Regulation on Central Securities Depositories (“**CSDR**”) was published on 28 August 2014. Article 3(2) of CSDR requires that where transactions in transferable securities take place on a trading venue, such as AIM, the relevant securities should be recorded in book entry form in a Central Securities Depository (“**CSD**”), such as CREST, on or before the intended settlement date (unless already so recorded). This requirement applies irrespective of whether the security is currently eligible for electronic settlement or not and applies to all transactions executed under the rules of the London Stock Exchange irrespective of whether or not the securities are issued by an EU-incorporated issuer.

The Company (in common with all other companies whose securities are admitted to trading on AIM and previously held in certificated form) has had to ensure that the Common Shares are eligible for electronic settlement through CREST. The Company therefore set up a facility to allow qualifying Common Shares to be settled in CREST in the form of DIs. DIs are uncertificated “mirror image” securities constituted under English law representing the underlying shares and facilitate trading and settlement of shares of non-UK companies in CREST.

The Placing Shares, and the Depository Interests issued in respect of the Placing Shares, offered in the Placing are subject to the conditions listed under Rule 903(b)(3), or Category 3, of Regulation S. Under Category 3, Offering Restrictions (as defined in Regulation S) must be implemented in connection with the Placing and additional restrictions are imposed on re-sales of the Placing Shares and the Depository Interests issued in respect of the Placing Shares. Further details of these restrictions are set out below under the heading “United States securities disclosures regarding transfers of Common Shares”. All Placing Shares, and the Depository Interests issued in respect of the Placing Shares, are subject to these restrictions until the expiry of one year after the later of (i) the time when the Placing Shares, and the Depository Interests issued in respect of the Placing Shares, are first offered to persons other than distributors in reliance upon Regulation S and (ii) the date of closing of the Placing, or such longer period as may be required under applicable law (the “**Compliance Period**”).

United States securities disclosures regarding transfers of Common Shares

The Company’s Certificate of Incorporation includes certain provisions with respect to any transfer of its Common Shares or interests in such Shares. With respect to each transfer of Shares (or any interest in Shares) of the Company, at the time of such transfer and by virtue of giving effect to such transfer, the transferee shall have, and shall be deemed to have, acknowledged, represented, certified, warranted and agreed with the Company as follows (and upon request from the Company the transferee shall, and the transferor shall procure that such transferee shall, deliver to the Company a letter of confirmation to the following effect) (terms not otherwise defined below have the meanings given to them in Regulation S, Rule 144A or Rule 144 under the Securities Act, as applicable):

- (a) The Shares have not been and will not be registered under the Securities Act.
- (b) The transferee of the Shares or the relevant interest therein (or, if the transferee is acting on behalf of others, each beneficial owner of such Shares or interest) is either:
 - (i) a non-US Person, which non-US Person is not acquiring the Shares or the relevant interest therein for the account or benefit of any US Person, that purchased the Shares or the relevant interest therein outside the United States in an offshore transaction that qualifies for the exemption pursuant to Regulation S; or
 - (ii) a US Person that is a “qualified institutional buyer” within the meaning of Rule 144A that purchased the Shares or the relevant interest therein in a transaction that did not require registration under the Securities Act.
- (c) The purchase or transfer of the Shares or the relevant interest therein is not a part of a plan or scheme to evade the registration requirements of the Securities Act.
- (d) The transferee understands and agrees that any subsequent offer, resale, pledge or transfer of any of the Shares or the relevant interest therein may only take place in accordance with the legend set forth below and will notify any subsequent holder of such resale restrictions:

THE COMMON SHARES EVIDENCED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), NOR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (A)(1) TO A PERSON WHOM THE SELLER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE) OR (4) PURSUANT TO ANOTHER EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND (B) IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR ANY OTHER JURISDICTION. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT FOR THE RESALE OF COMMON SHARES. HEDGING TRANSACTIONS INVOLVING THE COMMON SHARES MAY NOT BE CONDUCTED UNLESS IN COMPLIANCE WITH THE SECURITIES ACT.

- (e) The transferee acknowledges that the Company, its registrar, their agents and affiliates, and others will rely on the truth and accuracy of the foregoing acknowledgements, agreements, representations, certifications and warranties, consents to such reliance and agrees that, if any such acknowledgements, agreement, representations, certifications or warranties made or deemed to have been made by virtue of its purchase or the transfer of the shares or interests therein is no longer accurate, it shall promptly notify the Company and that in such circumstances the Company shall refuse to register

such transfer or potentially revoke the registration of such transfer of shares or interests, and in any event may, if the Board so determines in its sole discretion, immediately purchase such shares or interests at a price equal to the lesser of the then current market price of or the price paid by such person for such shares or interests.

- (f) The transferee acknowledges that the Company, its registrar or its/their agents reserve the right to make inquiries of any holder of the shares (or interests therein) at any time as to such person's status under US securities laws and, if any such person does not satisfy the Company that such person acquired the shares or interests therein in accordance with applicable US securities laws, the Company shall refuse to register such transfer or potentially revoke the registration of such transfer of shares or interests therein, and in any event may, if the Board so determines in its sole discretion, immediately purchase such shares or interests at a price equal to the lesser of the then current market price of or the price paid by such person for such shares or interests.
- (g) The Board may determine in its absolute discretion that, as an alternative to the repurchase of any shares or interests therein by the Company pursuant to provisions (e) and (f) above, or pending any such repurchase, the holder and owner of such shares or interests therein shall be disenfranchised such that such person shall not be entitled to exercise (or to direct the exercise of) any voting rights with respect to such shares or interests therein or to exercise or enjoy any other right or privilege with respect to such shares or interests (including any dividends or other distributions otherwise payable) unless and until, in the opinion of the Board, the above provisions have been complied with or such repurchase has been effected.

Forward-looking statements

This document contains forward-looking statements relating to the Company's future prospects, plans, developments and strategies, which have been made after due and careful enquiry and are based on the Directors' current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Forward-looking statements are identified by their use of terms and phrases such as "project", "expect", "potential", "believe", "could", "envisage", "estimate", "intend", "may", "plan", "will" or the negative of those, variations or comparable expressions, including references to assumptions. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, economic and business conditions, the effects of continued volatility in credit markets, market-related risks such as changes in interest rates and foreign exchange rates, the policies and actions of governmental and regulatory authorities, changes in legislation, the further development of standards and interpretations under US GAAP applicable to past, current and future periods, evolving practices with regard to the interpretation and application of standards under US GAAP, the outcome of pending and future litigation or regulatory investigations, the success of future acquisitions and other strategic transactions and the impact of competition. A number of these factors are beyond the Company's control. As a result, the Company's actual future results may differ materially from the plans, goals, and expectations set forth in the Company's forward-looking statements. Any forward-looking statements made in this document by or on behalf of the Company speak only as of the date they are made. These forward-looking statements reflect the Company's judgement at the date of this document and are not intended to give any assurance as to future results. Except as required by the FCA, the London Stock Exchange, the AIM Rules for Companies or applicable law, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any changes in the Company's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

Where relevant in this document, unless otherwise stated, US dollar amounts have been converted into sterling at US\$1.518: £1.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Direction for the General Meeting	10.00 a.m. on 2 January 2016
Latest time and date for receipt of Forms of Proxy for the General Meeting	10.00 a.m. on 3 January 2016
General Meeting	10.00 a.m. on 5 January 2016
Admission effective and dealings in the New Shares expected to commence on AIM	8.00 a.m. on 6 January 2016
Crediting of CREST accounts in respect of New Shares held as Depository Interests (where applicable)	6 January 2016
Dispatch of definitive share certificates in respect of New Shares (where applicable)	by 20 January 2016

Notes:

1. Each of the times and dates above is indicative only and is subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company to Shareholders by announcement through a regulatory information service.
2. All of the above and below times refer to London time unless otherwise stated.
3. Admission and dealings in the New Shares are conditional, *inter alia*, on the passing of the Resolutions at the General Meeting.
4. If you have any questions relating to the action that you should take in relation to the General Meeting, please telephone the Shareholder Helpline on the following number: 0871 664 0300 (for callers calling from the UK, calls to this number are charged at 10 pence per minute plus network extras) or +44 208 639 3399 (for those calling from outside the UK). Lines are open 9:00 a.m. to 5:30 p.m. (Monday to Friday). Please note that for legal reasons this helpline will only be able to provide practical information and will not provide advice on the merits of the business of the General Meeting or give any financial or taxation advice. For financial and taxation advice you will need to consult an independent adviser.

PLACING STATISTICS

Number of Existing Common Shares	69,551,937
Placing Price	160p
Number of Placing Shares	up to 16,471,195
Number of Subscription Shares	2,280,000
Number of Common Shares in issue immediately following completion of the Placing, the Subscription and Admission*	88,303,132
New Shares as a percentage of the Enlarged Share Capital*	21.2 per cent.
Gross proceeds of the Placing and Subscription	£30.0 million (approx. \$45.5 million)
Estimated net proceeds of the Placing and Subscription receivable by the Company*	£28.8 million (approx. \$43.7 million)

Note:

* This assumes that no Common Shares (other than New Shares) are issued following the date of this document and before the completion of the Placing, Subscription and Admission, and that the Placing is fully subscribed.

DIRECTORS, SECRETARY, REGISTERED OFFICE AND ADVISERS

Directors	John Johnston (<i>Non-Executive Chairman</i>) Paul Parmar (<i>Group Chief Executive Officer</i>) Sotirios ("Sam") Zaharis (<i>Group Finance Director</i>) Ravi Chivukula (<i>Head of Finance for Orion</i>) Sir Rodney Aldridge (<i>Non-executive Director</i>) David Clark (<i>Non-executive Director</i>) Mark Feuer (<i>Non-executive Director</i>)
Company Secretary	Ravi Chivukula
Registered Office	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19807 United States of America
Principal Place of Business	3200 Wilcrest Drive, Suite 600 Houston Texas 77042-6000 United States of America
Nominated Adviser and Joint Broker to the Company	finnCap Ltd 60 New Broad Street London EC2M 1JJ United Kingdom
Joint Broker to the Company	Stifel Nicolaus Europe Limited 150 Cheapside London EC2V 6ET United Kingdom
Sub-placing agent under finnCap and Stifel	Chrystal Capital Partners LLP 48 Berkeley Square London W1J 5AX United Kingdom
Legal Advisers to the Company as to English law	Addleshaw Goddard LLP Milton Gate 60 Chiswell Street London EC1Y 4AG United Kingdom
Legal Advisers to the Company as to US law	Robinson Brog Leinwand Greene Genovese & Gluck PC 875 Third Avenue/9th Floor New York, New York 10022 United States of America
Legal Advisers to the Joint Brokers as to English and US law	Dorsey & Whitney (Europe) LLP 199 Bishopsgate London EC2M 3UT United Kingdom

Auditors	Rosenberg Rich Baker Berman & Company 265 Davidson Avenue, Suite 210 Somerset New Jersey 08873 United States of America
Financial PR Advisers	Redleaf Polhill Limited First Floor, 4 London Wall Buildings Blomfield Street London EC2M 5NT United Kingdom
Registrars	Capita Registrars (Guernsey) Limited Mont Crevelt House Bulwer Avenue St Sampson Guernsey GY2 4LH Channel Islands
Website	www.constellationhealthgroup.com

LETTER FROM THE CHAIRMAN



CONSTELLATION HEALTHCARE TECHNOLOGIES, INC.

(incorporated in the State of Delaware, USA under the Delaware General Corporation Law with registered number 5596678)

Directors:

John Johnston
Paul Parmar
Sotirios ("Sam") Zaharis
Ravi Chivukula
Sir Rodney Aldridge
David Clark
Mark Feuer

Registered office:

Corporation Trust Center
1209 Orange Street
Wilmington
Delaware 19807
United States of America

11 December 2015

Dear Shareholder

Conditional Acquisition of MDRX Medical Billing LLC
Proposed Placing of up to 16,471,195 new Common Shares at 160 pence per share
Subscription for 2,280,000 new Common Shares at 160 pence per share
and
Notice of General Meeting

1. Introduction

The Company announced earlier today its intention to raise £30.0 million (approximately \$45.5 million) (before expenses) by way of a placing of up to 16,471,195 new Common Shares with existing and new institutional investors at a price of 160 pence per new Common Share, together with a subscription by Paul Parmar, the Company's Chief Executive Officer, through First United Health, and Sam Zaharis, the Company's Chief Financial Officer, for in aggregate 1,969,375 new Common Shares on substantially the same terms. In addition, AAKB, a substantial shareholder in the Company has also agreed to subscribe for 310,625 new Common Shares on substantially the same terms. John Johnston and Sir Rodney Aldridge, both directors of the Company, are also proposing to participate in the Placing for in aggregate, 337,500 new Common Shares. The Company also announced today that it had entered into a conditional share purchase agreement to acquire MDRX for up to \$30.0 million.

The Placing and the Subscription are each conditional, *inter alia*, on the passing by Shareholders of the Resolutions at the General Meeting which will give the Directors the required authority to allot the New Shares and to disapply pre-emption rights in respect of the issue of the New Shares on a non pre-emptive basis. Subject to all relevant conditions being satisfied (or, if applicable, waived), it is expected that the New Shares will be issued and admitted to trading on AIM on 6 January 2016.

The Board believes that raising equity finance using the flexibility provided by a non pre-emptive placing is the most appropriate and optimal structure for the Company at this time. This allows both existing institutional Shareholders and new institutional investors the opportunity to participate in the Placing and avoids the requirement to publish a prospectus, which is a costly and time consuming process.

The proceeds of the Placing and the Subscription are intended to be used to fund the Acquisition and the costs associated with the Placing (amounting to approximately £19.6 million) with the balance of approximately £10.4 million intended for the Company's ongoing strategy. The Acquisition is in line with the strategy set out by the Company at the time of its admission to AIM in December 2014, being the acquisition of healthcare service businesses that complement the Group's existing platform and/or where there is significant scope of increasing profitability in the near to medium term.

The purpose of this document is to set out details of the Acquisition, the background and reasons for the Placing and the Subscription, to provide an update on the Company's recent progress and to set out the reasons why the Directors believe that the Placing, the Subscription and the Acquisition are in the best interests of the Company and its Shareholders as a whole and, therefore, why the Directors unanimously recommend that you vote in favour of the resolutions to be proposed at the General Meeting, as those Directors who hold Shares intend to do in respect of their own holdings.

At the end of this document, you will find a notice of the General Meeting at which the Resolutions will be proposed to approve the Placing and the Subscription. The General Meeting has been convened for 10.00 a.m. on 5 January 2016 and will take place at the offices of Addleshaw Goddard LLP, Miton Gate, 60 Chiswell Street, London EC1Y 4AG.

2. Reasons for the Placing and use of proceeds

As made clear at the time of its admission to AIM, the Company's strategy incorporates a significant element of acquisitive growth. The gross proceeds of the Placing and the Subscription (£30.0 million) announced today will be used to fund the initial consideration payable for the acquisition of MDRX, amounting to \$28.0 million (approximately £18.4 million) as well as the costs associated with the Placing (amounting to approximately £1.2 million). The balance of proceeds (approximately £10.4 million) will be used for the Company's ongoing acquisitions strategy.

The Company has an existing presence in all of the states where MDRX conducts business and the Acquisition augments the number of physicians the Company has in those territories. The Directors believe that the Acquisition will help to build on the Company's reputation at the forefront of the consolidation of the RCM industry in the United States.

3. Information on MDRX

MDRX is a national provider of outsourced hospital practice management, private practice management and consulting services (including outsourced billing, collections, operations and financial management) to both independent and health system-based physician groups in the US. MDRX is based in Akron, Ohio and has offices in Chicago, Cincinnati, Cleveland, Columbus and Wheeling.

MDRX offers a comprehensive set of turnkey healthcare management services which allow medical practices to improve their profitability, cash cycle management and operations workflow through four complimentary lines of business:

- billing and collections services which provide outsourced billing and accounts receivable management to help healthcare providers optimize billing operations;
- hospital practice management services which provide workflow productivity and financial management solutions to improve practice efficiency and effectiveness;
- private practice management services which provide a wide range of services related to the management, organization and strategic planning of private practices including physician management, risk management, marketing, public relations and human resources; and
- consulting services provide a range of strategic advisory services including operational and financial consulting, workflow assessments, benchmarking and data analytics.

More than 80 per cent. of MDRX's revenues are derived from retained clients paying a combination of fixed fees and/or fees based on gross billing collections. These fees are complemented on the consulting side by shorter duration engagements (typically 6-12 months) with either fixed or time-based fees.

MDRX employs approximately 420 people, all of whom are all based in the United States. Within this total, there are 366 back office staff and the Directors estimate that 150 of these roles can be transitioned to India offering significant cost savings. It is intended that all of the senior management of MDRX will remain with the Company immediately following the Acquisition.

MDRX has developed a diverse base of billing, management and consulting clients and is currently advising approximately 150 active clients. Approximately 20 per cent. of MDRX's clients engage for multiple services and its top ten clients have an average working relationship of over four years.

In the year to 31 December 2014, MDRX generated revenues of \$31.5 million and adjusted EBITDA of \$4.7 million (\$3.4 million after \$1.3 million exceptional costs associated with investment in technology and other strategic initiatives) and had net assets of \$3.3 million as at that date. Unaudited management accounts for the 12 months to 31 August 2015 show revenues of \$31.6 million, underlying EBITDA of \$4.8 million and net assets of \$2.3 million as at that date.

4. Terms of the Acquisition

Under the terms of the Acquisition Agreement, the Company will pay a maximum cash consideration of up to \$30.0 million (approximately £19.8 million). The maximum aggregate purchase price of \$30.0 million is payable as follows: an initial cash consideration of \$28.0 million (approximately £18.4 million) upon completion and up to a further \$2.0 million (approximately £1.3 million) in cash based on the fulfillment of certain revenue targets by MDRX during the two years following completion of the Acquisition. The initial cash consideration will be funded from the proceeds of the Placing and Subscription. MDRX is being purchased on a cash free, debt free basis and is expected to be immediately earnings enhancing for the Group.

5. Information on the Placing and Subscription

The Company is proposing to raise £30.0 million (approximately \$45.5 million before expenses) by way of a placing of up to 16,471,195 new Common Shares at a price of 160 pence per new Common Share and a Subscription for 2,280,000 new Common Shares at a price of 160 pence per Common Share. The New Shares will be placed with institutional investors introduced by finnCap, Stifel and Chrystal Capital (acting as sub-agent for each of finnCap and Stifel). The New Shares will represent approximately 21.2 per cent. of the Enlarged Share Capital. The Placing Price represents a discount of 10.6 per cent. to the closing mid-market price of 179 pence per Common Share as at 10 December 2015, the latest practicable date prior to the announcement of the Placing and Subscription. In connection with the Placing and Subscription, the Company has entered into the Placing Agreement pursuant to which finnCap and Stifel have each severally agreed, in accordance with its terms, to use reasonable endeavours to place the Placing Shares with institutional investors, directors and certain other existing Shareholders. In addition, First United Health, Sam Zaharis and AAKB have each agreed to subscribe for Subscription Shares. Neither the Placing nor the Subscription is underwritten and neither finnCap or Stifel are acting for the Company, or any other person, in connection with the Subscription.

The Placing and Subscription are conditional, *inter alia*, on:

- the passing (without amendment) of the Resolutions (further details of which are set out below) and such Resolutions becoming unconditional;
- the conditions in the Placing Agreement being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to Admission;
- the Acquisition Agreement not having lapsed or been terminated in accordance with its terms; and
- Admission becoming effective by no later than 8.00 a.m. on 6 January 2016 (or such later time and/or date, being no later than 8.00 a.m. on 5 February 2016 as the Company, finnCap and Stifel may agree).

The Placing Agreement contains customary warranties given by the Company to finnCap and Stifel as to matters relating to the Group and its business and a customary indemnity given by the Company in respect of liabilities arising out of or in connection with the Placing. finnCap and Stifel (acting together) are entitled to terminate the Placing Agreement in certain circumstances prior to Admission, including circumstances where any of the warranties are found not to be true or accurate or were misleading in any respect or the occurrence of certain *force majeure* events.

The New Shares will be issued credited as fully paid and will rank in full for all dividends and other distributions declared, made or paid after Admission in respect of the Common Shares and will otherwise rank on Admission *pari passu* in all respects with the Existing Common Shares. The New Shares, and the DIs to be issued in respect thereof, are not being made available to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

The Placing Shares represent approximately 18.7 per cent. of the Enlarged Share Capital and the Subscription Shares represent approximately 2.6 per cent. of the Enlarged Share Capital.

The Common Shares and the DIs issued in respect thereof, have not been registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States, or to or for the account or benefit of US Persons, unless they are registered under the Securities Act and any applicable securities laws of any state or other jurisdiction of the United States, or an exemption from the registration requirements of the Securities Act and any such securities laws is available. Hedging transactions involving the Common Shares, or the DIs issued in respect of the Common Shares, may not be conducted unless in compliance with the Securities Act.

Application will be made to the London Stock Exchange for the New Shares to be admitted to trading on AIM. On the assumption that, *inter alia*, the Resolutions are passed and become unconditional, it is expected that Admission will become effective and that dealings in the New Shares will commence on 6 January 2016. Following Admission of the New Shares the Company will have 88,303,132 Common Shares in issue. This figure may be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company.

Director participation

Paul Parmar, Sam Zaharis, John Johnston and Sir Rodney Aldridge have each agreed to participate in, as the case may be, the Subscription or the Placing for an aggregate amount of £3.7 million. The table below sets out the interests of the Directors and their families, as at 10 December 2015 (being the last practicable date prior to the publication of this document) and following Admission, assuming issue of all of the New Shares.

	Current holding		Number of New Shares subscribed pursuant to the Placing or Subscription	Following Admission	
	Number of Common Shares	%		Number of Common Shares	%
Paul Parmar and family	40,234,083	57.85	1,658,750	41,892,833	47.44
John Johnston	29,630	0.04	25,000	54,630	0.06
Sotirios ("Sam") Zaharis	—	—	310,625	310,625	0.35
Ravi Chivukula	—	—	—	—	—
Sir Rodney Aldridge	740,741	1.07	312,500	1,053,241	1.19
David Clark	14,815	0.02	—	14,815	0.02
Mark Feuer	—	—	—	—	—

Settlement and dealings

The Placing Shares, and the DIs to be issued in respect of the Placing Shares, are subject to the conditions listed under Rule 903(b)(3), or Category 3, of Regulation S. Under Category 3, Offering Restrictions (as defined in Regulation S) must be implemented in connection with the Placing and additional restrictions are imposed on re-sales of the Placing Shares and the DIs to be issued in respect of the Placing Shares. Further details of these restrictions are set out under the heading “Important Information – United States securities disclosures regarding transfers of Common Shares” on page 3 of this document. All Placing Shares, and the DIs issued in respect of the Placing Shares, are subject to these restrictions until the expiry of one year after the later of (i) the time when the Placing Shares, and the DIs issued in respect of the Placing Shares, are first offered to persons other than distributors in reliance upon Regulation S and (ii) the date of closing of the Placing, or such longer period as may be required under applicable law.

6. Progress since admission to AIM in December 2014

Since the Company’s successful admission to trading on AIM in December 2014, which raised gross proceeds of approximately £9.6 million, and the subsequent placing in June 2015 raising approximately £12.9 million, the Directors believe that the Group has made good progress towards its stated strategy of pursuing growth, both organically and through acquisitions, and enhancing earnings for Shareholders. The Company and its management team have successfully demonstrated their ability both to acquire and integrate healthcare services companies and to grow the business organically with the addition of new clients. Since admission to AIM, the Company has successfully completed three acquisitions, all in line with its stated strategy in the Admission Document. The Company has acquired Physicians Practice Plus, Inc. (March 2015), NorthStar First Health LLC (September 2015) and Phoenix Health LLC (September 2015) at an aggregate initial consideration of \$40.1 million (\$52.0 million in aggregate subject to achievement of specified post deal targets).

Interim results for the six months ended 30 June 2015

The Group’s unaudited financial results for the six months ended 30 June 2015, as announced on 17 September 2015, reported Group revenues of \$32.0 million which was a 26 per cent. increase compared with the same period last year. Within this, the core US Medical Billing division grew sales by 53 per cent., of which organic growth was 14 per cent. EBITDA increased materially from \$7.5 million in the first half of 2014 to \$9.5 million in the first half of 2015, an increase of 27 per cent. Again, this was driven by the Medical Billing division, which saw a rise of 56 per cent.

In addition, the Company reported a small increase in EBITDA margin from 29.7 per cent. in the first half of 2014 to 29.9 per cent. in the first half of 2015, despite the inevitable additional costs associated with being a public company and the short-term dilution from acquisitions prior to the ramp up in planned cost savings.

The Group has continued to focus its build out across all three divisions, enhancing both its Practice Management (“PM”) and its Group Purchasing Operations (“GPO”) businesses during the period. The PM and GPO divisions generated \$0.6 million and \$1.9 million EBITDA contributions respectively in the first six months of 2015.

Current trading and outlook

On 19 November 2015, the Company announced that, based on year to date trading, the Board expects the full year EBITDA of the Company to be towards the top-end of market expectations. EBITDA performance is being driven by greater than expected organic growth, the continued optimisation of the Company’s operations and the acquisitions’ integration programme being ahead of schedule.

The Company has referred previously to its intention to optimise its capital structure as a necessary adjunct to its acquisitions strategy. The Group has made good progress in paying down a significant portion of its senior debt from internal cash generation; as of 30 June 2015 its senior debt exposure stood at \$17.2 million, down from \$21.0 million at 31 December 2014 and has continued to reduce

since the end of June. The Company's process of evaluating options that will allow us to cut its interest expense further is ongoing and further updates will be provided in due course.

The Board believes that the macro-economic environment remains favourable to the Group's business. The Board believes that the service the Group provides is vital in all economic environments and that the US healthcare policy environment, and any potential future iterations of it, is very conducive to the Group's business, even in a weaker economic environment. The current rise in the consumerisation of healthcare services coupled with increased regulatory complexities for doctors and payers, against the backdrop of trying to contain costs of healthcare, make the Group's business truly relevant for today and the future.

Board changes

In July 2015 the Company announced the appointments of Sir Rodney Aldridge and Sam Zaharis to the Board of Constellation as Non-Executive Director and Chief Financial Officer respectively. Both bring a wealth of experience with them and considerably enhance the range of abilities on the Board.

Sir Rodney Aldridge is the founder of the Capita Group and led the company from a start-up in 1984 to his retirement in 2006. During this time, the Capita Group grew to become a FTSE 100 company and a market leader in the provision of support and professional services to the government and private sector in the UK. Sir Rodney was awarded an OBE in the 1994 New Year's Honours List and was given the freedom of the City of London in 1996. In 2006 he was elected fellow of the Royal Society of the Arts and in 2012 he received a knighthood. Since the Company's admission to AIM in December 2014 Sir Rodney has been the beneficial owner of 740,741 Common Shares representing 1.07 per cent. of the issued share capital of the Company.

Sam Zaharis is a qualified Chartered Accountant with over 25 years' corporate experience. Most recently he served as Chief Financial Officer for Yarra Valley Farms, a wholesale supplier of fruit and vegetables servicing the commercial and hospitality industries in Australia. He has also held roles at Ernst & Young, Ferrier Hodgson and Kroll Inc., and previously worked with Paul Parmar to set up and establish Pegasus Blue Star Fund.

7. General Meeting

A notice convening the General Meeting, for 10.00 a.m. on 5 January 2016 at the offices of Addleshaw Goddard LLP, Miton Gate, 60 Chiswell Street, London EC1Y 4AG, is set out at the end of this document. The business to be considered at the General Meeting is set out in the notice.

The resolutions to be proposed at the General Meeting are:

(a) Resolution 1: authority to allot Placing Shares and Subscription Shares

The number of Placing Shares and Subscription Shares exceeds the number of unissued Common Shares which the Directors are authorised to issue without Shareholder approval. This resolution approves the allotment of the Placing Shares and Subscription Shares, and requires Shareholder approval by the affirmative vote or consent of Common Shares representing 75 per cent. of the Voting Rights.

(b) Resolution 2: pre-emptive rights waiver

Shareholders are entitled to certain pre-emption rights unless those are waived. This resolution, which is contingent upon the passing of Resolution 1, constitutes a waiver by the Shareholders of their pre-emptive rights, and requires Shareholder approval by the affirmative vote or consent of 75 per cent. of the Voting Rights.

8. Related party transactions

First United Health, an investment entity controlled by Paul Parmar, a Director, has conditionally agreed upon the terms of the Placing Agreement described above, to subscribe for 1,658,750 new Common Shares at 160 pence per Common Share resulting in proceeds to the Company of £2.65 million payable in cash by no later than midday on the business day prior to Admission.

Sam Zaharis, a director of the Company, has conditionally agreed upon the terms of the Placing Agreement described above, to subscribe for 310,625 new Common Shares at 160 pence per Common Share resulting in proceeds to the Company of £497,000 payable in cash by no later than midday on the business day prior to Admission.

John Johnston, a director of the Company, has agreed to participate in the Placing for 25,000 new Common Shares.

Sir Rodney Aldridge, a director of the Company, has agreed to participate in the Placing for 312,500 new Common Shares.

AAKB, a substantial shareholder in the Company and a related party for the purposes of the AIM Rules, has conditionally agreed upon the terms of the Placing Agreement described above, to subscribe for 310,625 new Common Shares at 160 pence per Common Share resulting in proceeds to the Company of £497,000 payable in cash by no later than midday on the business day prior to Admission. Following Admission, AAKB will be beneficially interested in 9,776,144 Common Shares representing 11.1 per cent. of the Enlarged Share Capital.

Constellation Health, the controlling shareholder of the Company (and controlled by Paul Parmar), and Paul Parmar, entered into a relationship agreement with the Company prior to its admission to trading on AIM in December 2014 pursuant to which, *inter alia*, Constellation Health agreed not to vote in favour of any resolution which is intended to circumvent Shareholders' pre-emption rights as set out in the Certificate of Incorporation. The irrevocable undertaking to vote in favour of the Resolutions entered into between Constellation Health and the Company includes a waiver by the Company of this restriction in relation to such votes by Constellation Health.

The Independent Directors consider, having consulted with finnCap, that the subscription by First United Health, Sam Zaharis and AAKB, the participation in the Placing by Sir Rodney Aldridge and John Johnston and the grant of the waiver by the Company described above are each fair and reasonable insofar as the Shareholders are concerned.

9. Action to be taken

Holders of Share Certificates

A Form of Proxy for use at the General Meeting is enclosed.

Whether or not you intend to attend the General Meeting, you are requested to return the Form of Proxy duly completed to the Company's registrars, Capita Registrars (Guernsey) Limited at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event, so as to be valid, to arrive by 10.00 a.m. on 3 January 2015. Submission of the Form of Proxy does not affect your ability to attend the General Meeting and vote in person, if you wish.

Holders of Depositary Interests

A Form of Direction for use at the General Meeting is enclosed.

By completing the enclosed Form of Direction, holders of Depositary Interests can instruct Capita IRG Trustees Limited (the "Depositary") to vote on their behalf at the AGM, either in person or by proxy. If the Form of Direction is completed without any indications as to how the Depositary should vote, the Depositary Interest holder will be deemed as instructing the Depositary to abstain from voting. If the Depositary Interest holder wishes to instruct the Depositary (other than electronically using CREST), it must lodge the completed Form of Direction with Capita Asset Services at the address stated on the

Form of Direction during normal business hours no later than 10.00 a.m. on 2 January 2016 or 72 hours before the time fixed for any adjourned meeting.

Alternatively, Depositary Interest holders may instruct the Depositary how to vote by utilising the CREST electronic voting service. To instruct the Depositary how to vote or amend an instruction to vote via the CREST system, the CREST message must be received by Capita Asset Services (CREST ID RA10) no later than 10.00 a.m. on 2 January 2016. For the purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's Agent is able to retrieve the message. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed a voting service provider, should contact their CREST sponsor or voting service provider for assistance. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual.

10. Recommendation and irrevocable undertakings

The Board believes that each of the Resolutions is in the best interests of the Company and its Shareholders as a whole and unanimously recommends you to vote in favour of them, as the Directors have irrevocably undertaken to do in respect of their own beneficial shareholdings, which in aggregate represent 1.1 per cent. of the Common Shares currently in issue.

In addition to the Directors, certain other Shareholders have irrevocably undertaken to vote in favour of the Resolutions in respect of the Common Shares in which they are interested, amounting in aggregate to 49,699,602 Common Shares, representing approximately 71.5 per cent. of the Existing Common Shares.

Yours faithfully,

John Johnson
Chairman

DEFINITIONS

The following definitions apply throughout this document (including the Notice of General Meeting) and the Form of Proxy unless the context requires otherwise:

“AAKB”	AAKB Investments Limited, a company registered in Guernsey, and a substantial shareholder in the Company currently holding 13.61 per cent. of the Existing Common Shares
“Acquisition Agreement”	the agreement for the sale and purchase of the entire issued share capital of MDRX between the shareholders of MDRX (1), MDRX (2) and the Company (3)
“Acquisition”	the acquisition of the entire issued share capital of MDRX by the Company
“Admission”	admission of the Placing Shares and Subscription Shares to trading on AIM and such admission becoming effective in accordance with Rule 6 of the AIM Rules for Companies
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time
“Bylaws”	the bylaws of the Company, as amended and restated from time to time
“Certificate of Incorporation”	the certificate of incorporation of the Company, as amended and restated from time to time
“Chrystal Capital”	Chrystal Capital Partners LLP, sub-placing agent of both finnCap and Stifel
“Common Shares” or “Shares”	shares of common stock of the Company with a par value per share of \$0.0001
“Company”	Constellation Healthcare Technologies, Inc. a corporation organised under the laws of the state of Delaware, USA
“Constellation Health”	Constellation Health LLC, a limited liability company organised under the laws of the state of Delaware, USA, the controlling Shareholder of the Company
“CREST”	the electronic systems for the holding and transfer of shares in dematerialised form operated by Euroclear UK & Ireland Limited
“Depositary”	Capita IRG Trustees Limited
“Depositary Interests” or “Dis”	dematerialised depositary interests representing entitlements to Common Shares issued by the Depositary
“Directors” or “Board”	the directors of the Company whose names appear on page 8 of this document and “Director” shall mean any one of them
“EBITA”	earnings before interest, tax and amortisation

“EBITDA”	earnings before interest, tax, depreciation and amortization
“Enlarged Share Capital”	the issued share capital of the Company immediately following Admission as enlarged by the issue of the Placing Shares and the Subscription Shares assuming that the Placing is fully subscribed
“Exchange Act”	the United States Securities Exchange Act of 1934, as amended
“Existing Common Shares”	the 69,551,937 Common Shares in issue as of the date of this document
“FCA”	the Financial Conduct Authority of the United Kingdom
“finnCap”	finnCap Ltd, nominated adviser and joint broker to the Company
“First United Health”	First United Health, LLC, a limited liability company organised under the laws of the State of Delaware, USA, and an investment entity controlled by Paul Parmar
“Form of Direction”	the enclosed form of direction for use by Shareholders who hold depositary interests in connection with the General Meeting
“Form of Proxy”	the enclosed form of proxy for use by Shareholders who hold share certificates in connection with the General Meeting
“FSMA”	the Financial Services and Markets Act 2000 of the United Kingdom
“General Meeting”	the general meeting of the Company convened for 10.00 a.m. on 5 January 2016, notice of which is set out at the end of this document
“Group”	the Company and its subsidiaries
“Group Purchasing Operations” or “GPO”	the Group’s Group Purchasing Operations division
“Independent Directors”	the Directors, other than Paul Parmar, John Johnston, Sam Zaharis and Sir Rodney Aldridge
“London Stock Exchange”	London Stock Exchange plc
“MDRX”	MDRX Medical Billing LLC, a limited liability company organised under the laws of Ohio, USA
“NEMS”	NEMS Acquisition LLC (together with its subsidiaries North East Medical Solutions LLC and NEMS West Virginia, LLC), a corporation organised under the laws of the State of Delaware, USA, and a wholly owned subsidiary of Orion
“New Shares”	the Placing Shares and the Subscription Shares
“NorthStar”	the business and assets of NorthStar First Health LLC
“Notice” or “Notice of General Meeting”	the notice of the General Meeting set out at the end of this document

“Orion”	Orion HealthCorp, Inc., a corporation organised under the laws of the State of Delaware, USA, and a wholly-owned subsidiary of the Company
“Pegasus”	a proprietary business intelligence platform developed by Orion to enhance its outsourced RCM services and to provide physician groups with increased transparency relating to payment and operational performance
“Phoenix Health”	the business and assets of Phoenix Health LLC
“Physicians Practice Plus” or “PPP”	the business and assets of Physicians Practice Plus, Inc.
“Placing”	the conditional placing of the Placing Shares at the Placing Price by finnCap and Stifel as joint brokers to the Company, pursuant to the Placing Agreement
“Placing Agreement”	the conditional agreement dated the same date as this document between finnCap, Stifel, First United Health, Sam Zaharis, AAKB and the Company relating to the Placing and the Subscription
“Placing Price”	160 pence per Placing Share
“Placing Shares”	the up to 16,471,195 new Common Shares to be issued by the Company pursuant to the Placing (as certificated shares or as DIs)
“Practice Management” or “PM”	the Group’s Practice Management division
“RCM”	revenue cycle management
“Regulation S”	Regulation S promulgated under the Securities Act
“Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) as amended
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
“Rule 144”	Rule 144, as amended, promulgated under the Securities Act
“Rule 144A”	Rule 144A promulgated under the Securities Act
“SEC”	the US Securities and Exchange Commission
“Securities Act”	the United States Securities Act of 1933, as amended
“Shareholder”	a holder of Common Shares
“Stifel”	Stifel Nicolaus Europe Limited, joint broker to the Company
“Subscription”	the conditional subscription by First United Health, Sam Zaharis and AAKB for the Subscription Shares at the Placing Price pursuant to the Placing Agreement
“Subscription Shares”	the 2,280,000 new Common Shares to be issued by the Company pursuant to the Subscription

“UK”	the United Kingdom of Great Britain and Northern Ireland
“US”, “USA” or “United States”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“US GAAP”	generally accepted accounting principles in the US
“US Person”	has the meaning ascribed to the phrase “U.S. person” by Regulation S
“Voting Rights”	all the voting rights attributable to the issued and outstanding securities of the Company, which are present in person or reporting by proxy at a meeting of the shareholders of the Company at the relevant time, voting as a single class unless voting by class is otherwise required by the Certificate of Incorporation or by applicable law
“£” and “p”	United Kingdom pounds and pence sterling respectively
“\$” and “c”	United States dollars and cents respectively

NOTICE OF GENERAL MEETING

CONSTELLATION HEALTHCARE TECHNOLOGIES, INC.

(the "Company")

Notice is hereby given that the General Meeting of the Company will be held at the offices of Addleshaw Goddard LLP, Miton Gate, 60 Chiswell Street, London EC1Y 4AG on 5 January 2016 at 10.00 a.m. (London time) to consider and, if thought fit, pass the following resolutions:

1. THAT, the Directors be and are hereby generally and unconditionally authorized to exercise all powers of the Company to allot and issue up to 18,751,195 Common Shares pursuant to the Placing and the Subscription more particularly described in the circular to Shareholders of which this notice of general meeting forms part.
2. THAT, conditional upon the passing of resolution 1, the pre-emptive rights of Shareholders as set forth in section 3 of Article 7 of the Company's Amended and Restated Certificate of Incorporation shall be waived in accordance with section 2 of Article 7 of the Company's Amended and Restated Certificate of Incorporation with respect to the allotment and issue of up to 18,751,195 Common Shares pursuant to the Placing and the Subscription more particularly described in the circular to Shareholders of which this notice of general meeting forms part.

By order of the Board

Ravi Chivukula
Secretary

11 December 2015

Registered Office:

Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19807

NOTES AND INFORMATION

- (1) Only holders of Common Shares on the register at and as of 6.00 p.m. on 3 January 2016 (or if the General Meeting is adjourned, on the day which is two business days before the time fixed for the adjourned General Meeting) shall be entitled to attend and/or vote at the General Meeting. Such shareholders can vote in respect of the number of shares registered in their names at that time, but any subsequent changes to the register shall be disregarded in determining rights to attend and vote. All votes will be tabulated by the inspector of elections appointed for the General Meeting, who will separately tabulate affirmative and negative votes and votes withheld. A shareholder who is present in person or by proxy and who abstains from taking any of the shareholder action described in this document will be included in the number of shareholders present at the General Meeting for the purpose of determining the presence of a quorum. Abstentions will not be counted in any of the proposals because they are not considered votes cast.
- (2) Any shareholder is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend the General Meeting and to speak and act on his/her behalf. If a member appoints more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a shareholder of the Company but must attend the General Meeting to represent the relevant shareholder who appointed him/her. A Form of Proxy which may be used to make such appointment and give proxy instructions is enclosed with these materials and is available from the Company's company secretary, Ravi Chivukula, by email at Ravi.Chivukula@orionhealthcorp.com. To be effective, a duly completed Form of Proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority, must reach Capita Registrars (Guernsey) Limited, the Company's agent for receipt of proxies, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 10.00 a.m. on 3 January 2016 (or not less than 48 hours before the time fixed for any adjourned meeting).

If two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same meeting, the one which is last received (regardless of its date or the date of its signature) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.

- (3) Unless voting instructions are indicated on the Form of Proxy, a proxy may vote or withhold his vote as he thinks fit on the resolutions or on any other business (including amendments to resolutions) which may come before the meeting. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.
- (4) A shareholder must inform the Company in writing of any termination of the authority of a proxy.
- (5) Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares. Shareholders considering the appointment of a corporate representative should check their own legal position, the company's certificate of incorporation and the relevant provisions of the Delaware General Corporation Law.
- (6) A copy of this General Meeting notice can be found at the Company's website (www.constellationhealthgroup.com).
- (7) By completing the enclosed Form of Direction, holders of Depositary Interests can instruct Capita IRG Trustees Limited (the "Depositary") to vote on their behalf at the GM, either in person or by proxy. If the Form of Direction is completed without any indication as to how the Depositary should vote, the Depositary Interest holder will be deemed as instructing the Depositary to withhold from voting. If the Depositary Interest holder wishes to instruct the Depositary (other than electronically using CREST), they must lodge the completed Form of Direction with Capita Asset Services at the address stated on the Form of Direction during normal business hours and in any case no later than 10.00 a.m. on 2 January 2016, or 72 hours before the time fixed for any adjourned meeting.
- (8) Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "**CREST Voting Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).
- (9) To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent Capita Registrars (Guernsey) Limited no later than 10.00 a.m. on 3 January 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (10) As at 6.00 p.m. on 10 December 2015, the Company's issued share capital comprised 69,551,937 common shares of US\$0.0001 each fully paid. Each common share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 10 December 2015 is 69,551,937. The Company does not hold any shares in treasury.

