

Not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the relevant laws of that jurisdiction

FOR IMMEDIATE RELEASE

3 March 2010

Recommended Proposals for the Acquisition of Care UK plc

Summary

- The board of Warwick Bidco and the Independent Directors of Care UK are pleased to announce the terms of unanimously recommended Proposals for the acquisition of the entire issued and to be issued share capital of Care UK.
- Under the terms of the Proposals, each Care UK Shareholder holding Care UK Shares at the Scheme Record Time will be entitled to receive 450 pence in cash per Care UK Share.
- The Proposals value the entire issued and to be issued share capital of Care UK at approximately £281 million and represent:
 - a premium of 51.3 per cent. to the Closing Price of 297.5 pence per Care UK Share on 29 September 2009 (being the last Business Day prior to the commencement of the Offer Period);
 - a premium of 58.7 per cent. to the Closing Price of 283.5 pence per Care UK Share (being the average volume-weighted Closing Price for the one month ended on 29 September 2009); and
 - a premium of 9.2 per cent. to the Closing Price of 412.25 pence per Care UK Share on 2 March 2010 (being the last Business Day prior to the date of this announcement).
- The Proposals are to be effected by means of a Court sanctioned scheme of arrangement of Care UK, which is expected to become Effective by the end of April 2010.
- Warwick Bidco is a newly incorporated company formed at the direction of Bridgepoint Europe IV Fund for the purpose of implementing the Proposals and forms part of the Warwick Bidco Group.
- In order to become Effective, the Proposals must, amongst other things, be approved by the requisite majorities of Care UK Shareholders present (in person or by proxy) and entitled to vote at the Court Meeting and the Care UK General Meeting.
- Upon the Proposals becoming Effective, the members of the Executive Management Team (being Mike Parish, Paul Humphreys, Doug Umbers and Mark Hunt) will invest approximately £1.8 million in total into the Warwick Bidco Group. Those members of the Executive Management Team who receive consideration pursuant to the Proposals will fund their investment by reinvesting approximately 58 per cent. of their net proceeds.

- Upon the Proposals becoming Effective, John Nash (currently the Chairman of Care UK) will reinvest £3 million of the £20.2 million cash proceeds that he will realise from his current investment in Care UK, into the Warwick Bidco Group. Following the Proposals becoming Effective, John Nash will be engaged by the Warwick Bidco Group on a consultancy basis to provide strategic advice to the business.
- As a result of the proposed Management Team Arrangements, neither the Executive Management Team, nor John Nash, nor Warwick Bidco, nor their connected persons or related trusts will be entitled to vote at the Court Meeting or on the Ordinary Resolutions.
- Warwick Bidco has received irrevocable commitments or letters of intent to vote in favour of the Scheme from the Independent Directors and certain other Care UK Shareholders in respect of Care UK Shares representing approximately 21.6 per cent. of the Care UK Shares entitled to vote at the Court Meeting and further irrevocable undertakings to vote in favour of the Special Resolution from the Management Team representing approximately 8.1 per cent. of Care UK's existing issued share capital.
- The Independent Directors of Care UK, who have been so advised by Investec, consider the Proposals to be fair and reasonable. In providing advice to the Independent Directors, Investec has taken into account the commercial assessments of the Independent Directors.

Accordingly, the Independent Directors intend unanimously to recommend that Care UK Shareholders vote in favour of the resolutions relating to the Proposals at the Court Meeting and the Care UK General Meeting as the Independent Directors have irrevocably undertaken to do in respect of their own beneficial shareholdings (or the shareholdings they control) totalling 21,954 Care UK Shares (representing approximately 0.04 per cent. of the Care UK Shares entitled to vote on the Special Resolution and approximately 0.04 per cent. of the Care UK Shares entitled to vote at the Court Meeting and on the Ordinary Resolutions). Further details of these irrevocable commitments are set out in paragraph 11 below and in Appendix 3.

Commenting on the Proposals, Jamie Wyatt, director responsible for Bridgepoint's UK healthcare investment activity, said:

"Today's offer is a fair one that comes with the unanimous recommendation of the Independent Directors of Care UK to the Care UK Shareholders, and which will allow Care UK to accelerate growth and undertake selective acquisitions in a way that it was unable to as a quoted business."

Commenting on the Proposals, Michael Averill, the Senior Independent Director of Care UK, said:

"The Proposals represent an opportunity for Care UK Shareholders to realise their entire investment in Care UK in cash at a premium to the current Care UK Share price. Moreover, the Proposals fairly reflect Care UK's risk adjusted future growth prospects."

Enquiries:

Bridgepoint
James Murray

Tel: 020 7432 3555

Care UK plc Michael Averill, Senior Independent Director	Tel: 020 7330 8272
Rothschild (financial adviser to Bridgepoint and Warwick Bidco) Hedley Goldberg Antoine Lejeune	Tel: 020 7280 5000
Investec (financial adviser to Care UK) Patrick Robb Martin Smith	Tel: 020 7597 5970
Brewin Dolphin (corporate broker to Bridgepoint and Warwick Bidco) Richard Jones	Tel: 0845 059 6740
Financial Dynamics (PR advisers to Care UK) Ben Brewerton Jonathan Birt	Tel: 020 7831 3133

This summary should be read in conjunction with the full text of this announcement.

The conditions to, and certain further terms of, the Proposals are set out in Appendix 1. The bases and sources for certain financial information contained in this announcement are set out in Appendix 2. Details of irrevocable commitments and letters of intent received by Warwick Bidco are set out in Appendix 3. Certain definitions and terms used in this announcement are set out in Appendix 4.

Rothschild, which is authorised and regulated in the United Kingdom by the FSA, is acting exclusively for Warwick Bidco and Bridgepoint in connection with the Proposals and will not be responsible to anyone other than Warwick Bidco and Bridgepoint for providing the protections afforded to the clients of Rothschild or for providing advice in relation to the Proposals or to the matters referred to in this announcement.

Investec, which is authorised and regulated in the United Kingdom by the FSA, is acting exclusively for Care UK in relation to the Proposals and will not be responsible to anyone other than Care UK for providing the protections afforded to the clients of Investec or for providing advice in relation to the Proposals or to the matters referred to in this announcement.

Brewin Dolphin, which is authorised and regulated in the United Kingdom by the FSA, is acting exclusively for Warwick Bidco and Bridgepoint in connection with the Proposals and will not be responsible to anyone other than Warwick Bidco and Bridgepoint for providing the protections afforded to the clients of Brewin Dolphin or for providing advice in relation to the Proposals or to the matters referred to in this announcement.

This announcement has been prepared in accordance with English law, the Takeover Code and the Disclosure and Transparency Rules and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.

Warwick Bidco reserves the right to elect (with the consent of the Panel (where necessary)) to implement the acquisition of the entire issued and to be issued ordinary share capital of Care UK by way of an Offer. In such event, the Offer will be implemented on substantially the same terms, subject to appropriate amendments, as those which would apply to the Scheme.

If, in the future, Warwick Bidco exercises its right to implement the Proposals by way of an Offer, which is to be made into the United States, such Offer will be made in compliance with the applicable US laws and regulations.

Copies of this announcement and any formal documentation relating to the Proposals are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Restricted Jurisdiction. If the Proposals are implemented by way of an Offer (unless otherwise determined by Warwick Bidco and permitted by applicable law and regulation), the Offer may not be made, directly or indirectly, in or into or by the use of the mails of, or by any other means or instrumentality (including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facility of a national state or securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facility.

This announcement may contain "forward looking statements" concerning Bridgepoint, the Warwick Bidco Group and Care UK. Generally, the words "will", "may", "should", "continue", "believes", "expects", "intends", "anticipates" or similar expressions identify forward looking statements. The forward looking statements involve risks and uncertainties that could cause actual results to differ materially from those suggested by them. Many of these risks and uncertainties relate to factors that are beyond the ability of Bridgepoint, the Warwick Bidco Group and Care UK to control or estimate precisely, such as future market conditions and the behaviours of other market participants, and therefore undue reliance should not be placed on such statements which speak only as at the date of this announcement. Bridgepoint, the Warwick Bidco Group and Care UK assume no obligation and do not intend to update these forward looking statements, except as required pursuant to applicable law.

Notice to US investors in Care UK: The Proposals relate to the shares of an English company and are being implemented by means of a scheme of arrangement provided for under English company law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules under the US Exchange Act of 1934. Accordingly, the Proposals are subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement which differ from the disclosure requirements of the US tender offer rules.

Dealing disclosure requirements

Under the provisions of Rule 8.3 of the Takeover Code if any person is, or becomes, "interested" (directly or indirectly) in 1 per cent. or more of any class of "relevant securities" of Care UK, all "dealings" in any "relevant securities" of Care UK (including by means of an option in respect of, or a derivative referenced to, any such "relevant securities") must be publicly disclosed by no later than 3.30 p.m. (London time) on the Business Day following

the date of the relevant transaction. This requirement will continue until the date on which the Scheme becomes Effective (or if implemented by way of an Offer, the Offer becomes, or is declared, unconditional as to acceptances) or otherwise lapses or is otherwise withdrawn or on which the "offer period" otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an "interest" in "relevant securities" of Care UK, they will be deemed to be a single person for the purpose of Rule 8.3.

Under the provisions of Rule 8.1 of the Takeover Code, all "dealings" in "relevant securities" of Care UK by Warwick Bidco or Care UK or by any of their respective "associates", must be disclosed by no later than 12.00 noon (London time) on the Business Day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose "relevant securities" "dealings" should be disclosed, and the number of such securities in issue, can be found on the Panel's website at www.thetakeoverpanel.org.uk.

"Interests in securities" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an "interest" by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Takeover Code, which can also be found on the Panel's website. If you are in any doubt as to whether or not you are required to disclose a "dealing" under Rule 8, you should consult the Panel.

This announcement will be available on Care UK's website at <http://announcement.careuk.com/> by no later than 12 noon on 4 March 2010.

3. **Background to and reasons for the Proposals**

Bridgepoint has a long and successful track record of investing in the healthcare sector and has been following the progress of Care UK closely for a number of years. Despite competitive challenges and the uncertainty over future levels of government spending that Care UK now faces, Bridgepoint believes that it can help Care UK's management to grow and develop the health and social care divisions by making available further capital and by taking advantage of both market opportunities and selected acquisitions.

The Proposals present a highly attractive opportunity for Care UK Shareholders to realise their investment in Care UK for cash at a premium of 51.3 per cent. to the Closing Price per Care UK Share on 29 September 2009, the last Business Day prior to the announcement that Bridgepoint had approached the board of Care UK, and a premium of 58.7 per cent. to the average volume-weighted price per Care UK Share for the one month prior to 29 September 2009.

4. **Recommendation**

In view of the Executive Management Team Arrangements and the John Nash Arrangements, the Care UK board has determined that it is appropriate that only the Independent Directors consider the terms of the Proposals and make a recommendation to the Care UK Shareholders.

The Independent Directors of Care UK, who have been so advised by Investec, consider the Proposals to be fair and reasonable. In providing advice to the Independent Directors, Investec has taken into account the commercial assessments of the Independent Directors.

Accordingly, the Independent Directors intend unanimously to recommend that Care UK Shareholders vote in favour of the resolutions relating to the Proposals at the Court Meeting and the Care UK General Meeting as the Independent Directors have irrevocably undertaken to do in respect of their own beneficial shareholdings (or the shareholdings they control) totalling 21,954 Care UK Shares (representing approximately 0.04 per cent. of the Care UK Shares entitled to vote on the Special Resolution and approximately 0.04 per cent. of the Care UK Shares entitled to vote at the Court Meeting and on the Ordinary Resolutions). Further details of these irrevocable commitments are set out in paragraph 11 below and in Appendix 3.

5. **Background to and reasons for the recommendation of the Care UK Independent Directors**

Care UK has successfully grown in both revenue and profit over the last five years. Reported revenue increased from £169.2 million for the year ended 30 September 2005 to £410.0 million for the year ended 30 September 2009. Reported adjusted operating profit and profit before taxation increased from £18.7 million to £38.9 million and £13.5 million to £21.0 million respectively over the same period.

A large contributor to the growth in both revenue and profit has been the creation and development of Care UK's healthcare division. This division has become a market leading independent provider of healthcare services to the NHS.

From a Closing Price high of 840 pence on 3 May 2007, Care UK's share price decreased to a Closing Price of 297.5 pence on 29 September 2009, the last Business Day before the commencement of the Offer Period, partly reflecting, in the Independent Directors' view, concern as to the visibility of healthcare opportunities during the transition from the initial minimum guaranteed revenue model to a fully open market reflecting consumer driven demand.

In August 2009, Care UK received an initial approach from Bridgepoint regarding its interest in making a possible offer for Care UK. The approach was evaluated by the Care UK Directors and their advisers and rejected. A statement was made to this effect on 30 September 2009. In November 2009, a revised proposal was received from Bridgepoint. The revised proposal included an indicative offer price of 450 pence per share in cash with certainty of funding. The revised proposal represented, in the Independent Directors' view, a material improvement on the initial proposal both in terms of quantum and execution risk. Care UK's advisers then contacted a limited number of other potential bidders to evaluate whether an improved offer may be forthcoming. The Independent Directors also solicited feedback on the proposed offer from a majority of the Care UK Shareholders (by value). The feedback from these Care UK Shareholders, helped to convince the Independent Directors that the Proposals should be put in front of Care UK Shareholders to consider.

The Proposals represent an opportunity for Care UK Shareholders to realise the value of their investment at an attractive premium to the current and undisturbed market value of Care UK. At a price of 450 pence per Care UK Share in cash, the Proposals represent:

- a premium of 51.3 per cent. to the Closing Price of 297.5 pence per Care UK Share on 29 September 2009 (being the last Business Day prior to the commencement of the Offer Period);
- a premium of 58.7 per cent. to the Closing Price of 283.5 pence per Care UK Share (being the average volume-weighted Closing Price for the one month ended on 29 September 2009); and
- a premium of 9.2 per cent. to the Closing Price of 412.25 pence per Care UK Share on 2 March 2010 (being the last Business Day prior to the date of this announcement).

The last Business Day on which the Closing Price of Care UK Shares was 450 pence or above was on 10 June 2008.

In considering whether to recommend the Proposals, the Independent Directors have:

- considered the feedback received from their consultation with the majority of the Care UK Shareholders (by value);

- determined that the Proposals represent an opportunity for Care UK Shareholders to realise their entire investment in Care UK, in cash and at a premium, and without the operational risks in Care UK executing its business plan; and
- determined that the Proposals fairly reflect Care UK's risk adjusted future growth prospects.

6. **Financing of the Proposals**

Rothschild is satisfied that sufficient resources are available to Warwick Bidco to satisfy in full the cash consideration payable to Care UK Shareholders under the terms of the Proposals.

7. **Information relating to the Warwick Bidco Group**

The Warwick Bidco Group consists of newly incorporated companies formed at the direction of the Bridgepoint Europe IV Fund for the purpose of implementing the Proposals.

The ultimate parent of the Warwick Bidco Group is Warwick 1. The remainder of the Warwick Bidco Group consists of Warwick 2, which is a wholly owned subsidiary of Warwick 1; Warwick 3, which is a wholly owned subsidiary of Warwick 2; and Warwick Bidco, which is a wholly owned subsidiary of Warwick 3. The current directors of each of the Warwick Bidco Group entities are Jamie Wyatt and Robert Moores. In addition, following the Proposals becoming Effective, Mike Parish and Paul Humphreys will also join the board of Warwick 1.

No member of the Warwick Bidco Group has traded since incorporation, nor entered into any obligations, other than in connection with the implementation and financing of the Proposals.

8. **Information relating to Bridgepoint**

Bridgepoint is one of Europe's leading mid-market private equity managers with a 25-year track record of investing in European businesses valued up to EUR 1 billion. It has a Europe-wide network of ten offices and broad experience from a large number of buy-outs and investments in a wide range of sectors and geographies. Within health and social care, Bridgepoint is an active investor having made 12 investments across Europe with a total value of EUR 3.5 billion since 2000.

The Bridgepoint Europe IV Fund was raised in 2008 with total commitments of EUR 4.8 billion from leading institutional investors globally. Since its inception, the Bridgepoint Europe IV Fund has completed investments in Terveystalo Healthcare Oyj, one of the largest private healthcare services companies in Finland, and in TuvTurk, the provider of statutory vehicle inspections in Turkey.

9. **Information relating to Care UK**

Care UK is a leading independent provider of health and social care. Working in close partnership with local authorities, primary care trusts and strategic health authorities, the company draws on over 25 years of experience to provide tailor-made

service solutions, including residential, community, specialist, primary and secondary care.

Originally founded as Anglia Secure Homes in 1982, Care UK has substantially increased the number and scale of its homes and operations as well as expanding its service offering into areas such as specialist care and health care. Today Care UK operates almost 60 nursing and residential homes for older people and provides over 120,000 hours of care and support every week to people in their own homes. The Care UK Group also offers independent supported living services for people with learning disabilities as well as services covering a range of mental health needs. It also operates a range of specialist children's services including residential care and fostering.

In the health sector Care UK delivers a wide spectrum of services, all to NHS patients. The Care UK Group is the largest operator, by patient volumes, of independent sector treatment centres in the UK and operates a number of primary care services including GP practices, walk-in Centres, GP out-of-hours services and prison health, as well as Clinical Assessment and Treatment Services ("CATS").

For the financial year ended 30 September 2009, Care UK reported revenue of £410.0 million (2008: £341.6 million), adjusted operating profit of £38.9 million (2008: £36.4 million) and a profit before taxation of £21.0 million (2008: £1.6 million.). At 30 September 2009, Care UK reported net debt of £156.3 million (2008: £180.2 million) and net assets of £120.2 million (2008: £116.8 million).

Care UK's Divisions

Social Care

Residential Care

Residential Care operates care homes for older people. At present Care UK has 59 care homes across England and Scotland providing care for more than 3,400 older people including a significant proportion with dementia.

Care UK works in partnership with local authorities and primary care trusts with an extensive and demonstrable track record in the provision of high quality care solutions. Care UK currently has contracts with more than 30 different local authorities and primary care trusts and more than 2,100 contracted beds.

Residential homes provide accommodation, meals, laundry and personal care, such as assistance with washing, dressing, eating and mobility for their residents. They do not generally provide nursing care for any medical conditions, however many residential homes do provide nursing care for those with dementia.

Community Care

Through its Community Care offering, Care UK supports people in their own homes, mainly for older people but also including others with specialist needs. Care UK is an approved provider of domiciliary care services to 55 local authorities throughout the UK and has 20 years experience of providing care and support to people in their own

home. Care UK currently provides over 121,000 hours of homecare a week to more than 14,000 service users through a network of over 50 branches.

Specialist Care

Care UK provides a range of services for adults with learning disabilities and mental health needs. Services include low secure and step down facilities, independent supported living, residential care and independent hospitals working in close partnership with the NHS and local authorities.

Specialist Care children's services provides support for children and young people in both residential and fostering settings, supported by a range of therapeutic and educational services.

Health Care

Primary Care

Care UK runs a number of Primary Care services, all of which are operated on behalf of the NHS. These include GP practices, walk-in centres, urgent care centres and prison health services. Each GP practice employs a range of healthcare professionals including GPs and nurses and is dedicated to providing high quality GP diagnosis and services to their local community. In some cases a GP medical practice is co-located with a walk-in centre. Care UK also operates a number of separate walk-in centres, typically with extended opening hours, in order to provide increased access to NHS patients. These centres provide health information, advice and treatment for a range of illnesses and minor injuries without having to make an appointment. Walk-in centres do not replace local GP or hospital services but complement them.

In addition, the Primary Care division operates a number of CATS, which are primarily designed to bring services closer to the community and to prevent unnecessary hospital admissions. The largest such service is operated through a fleet of mobile clinical and treatment rooms across Greater Manchester, and is proving extremely popular with NHS patients.

Secondary Care

Care UK's Independent Sector Treatment Centres ("ISTCs") provide a range of clinical care and diagnostic services and are all operated under contract to the NHS. Care UK's treatment centres are effectively specialist hospitals that focus on elective surgery and diagnostic tests, providing care services that either require no inpatient admission or only a short stay in hospital. Such procedures include, for example cataracts operations, ear, nose or throat surgery or for slightly longer stays, hip and knee replacements. Care UK's facilities include newly developed centres as well as some refurbished existing NHS hospital buildings, solely treating NHS patients referred to them by GPs. The facilities are often compared to private hospital facilities and offer a high quality of care.

Current trading

On 10 February 2010, Care UK issued the following interim management statement covering the period from 1 October 2009 to 10 February 2010:

"The group's current overall trading for the remainder of the financial year remains in line with management's forecasts.

Social Care

Occupancy and fee rates across Residential and Specialist Care continue to be satisfactory. Underlying volumes in Community Care have been maintained, with normal seasonal reductions over the holiday season being slightly exacerbated by the effects of the extreme weather conditions. However, we were widely applauded by commissioners and service users for maintaining service levels despite these challenging conditions.

Construction is now commencing for new care homes for older people in Portsmouth and Crowborough. Planning permission is being sought for a new care home in East Grinstead.

The recovery of performance in Community Care is progressing and we remain confident that, over time, we will return to our historic level of profitability.

Care UK continues to achieve sector leading quality ratings. Over 90% of the group's care homes now enjoy Good or Excellent ratings from the Care Quality Commission, and we are pleased that 94% of our Community Care branches are now rated Good or Excellent. This represents the best performance of all large providers of both care home and community care services.

Health Care

The Health Care business has continued to perform ahead of our expectations.

The Clinical Assessment and Treatment Support service in Greater Manchester, continues to see steady growth in patient numbers and has the active support of the Strategic Health Authority and Primary Care Trusts.

We have agreed short term extension arrangements for our Independent Sector Treatment Centres at Plymouth and Barlborough Links. At Plymouth the agreed extension period is for five months with broadly similar contractual arrangements as at present whilst at Barlborough Links the extension will take the form of a lease for the site with the service being operated under the intended post-contract commercial arrangements. The guaranteed asset residual value buyback arrangements for these centres will operate as planned and are unaffected, in scale or timing, by these extension arrangements. We remain confident that we will continue to operate these centres into the longer term.

The pipeline for new business opportunities remains encouraging.

Financing

As at 31 January 2010 the group's net debt was c.£159m compared with £156m as at 30 September 2009. The group currently has a significant level of committed funding headroom, of almost £90m, including cash, more than sufficient to fund all existing and planned expenditure commitments. The principal group facility is committed for over five years until February 2015."

On 1 March 2010, Care UK issued the following announcement:

"Care UK confirms that the residual value payment for the transfer of the Peninsula NHS Treatment Centre in Plymouth to NHS ownership was received on 26 February 2010, in accordance with the terms of the original contract and as expected.

Care UK also confirms that it has reached contractual close with NHS Plymouth for the extension of the original contract for the operation of this Treatment Centre, which expired on 28 February 2010. The contract extension is for a period of 5 months, to 31 July 2010, with broadly similar contractual arrangements to those that previously pertained, subject to reflecting the transfer of ownership of the centre to the NHS. This extension will have no effect on the services delivered at this centre, to the benefit of patients."

10. **Structure of the Proposals**

The Proposals will be implemented by means of a Court sanctioned scheme of arrangement between Care UK and its shareholders under Part 26 of the Companies Act. The procedure involves an application by Care UK to the Court to sanction the Scheme and confirm the cancellation of the Scheme Shares, in consideration for which Scheme Shareholders on the register at the Scheme Record Time will receive cash on the basis described in paragraph 2 above. The cancellation and the subsequent issue of new shares in Care UK to Warwick Bidco provided for in the Scheme will result in Care UK becoming a wholly owned subsidiary of Warwick Bidco.

In view of the structure of the Proposals, it will be necessary for Care UK Shareholders to approve certain matters relating to the implementation of the Scheme. The Special Resolution will be proposed at the Care UK General Meeting for those purposes and further details will be set out in the Scheme Document.

To become Effective, the Scheme requires, amongst other things, the approval by a majority in number of Scheme Shareholders who vote representing at least 75 per cent. in value of the Scheme Shares voted, either in person or by proxy, at the Court Meeting and the passing of the Special Resolution at the Care UK General Meeting, which requires at least 75 per cent. of the votes cast by the Care UK Shareholders (voting either in person or by proxy) to be voted in favour of the Special Resolution.

Pursuant to the Takeover Code, the proposed Management Team Arrangements described in paragraph 15 below are required to be approved by independent Care UK Shareholders voting on a poll. Accordingly, separate ordinary resolutions will be proposed at the Care UK General Meeting to approve the Executive Management Team Arrangements and the John Nash Arrangements. Approval of the Executive Management Team Arrangements and the John Nash Arrangements will require more than 50 per cent. of the votes cast by independent Care UK Shareholders (voting either in person or by proxy) to be voted in favour of the relevant ordinary resolution.

As a result of the proposed Management Team Arrangements, neither the Executive Management Team, nor John Nash, nor Warwick Bidco, nor their connected persons or related trusts will be entitled to vote at the Court Meeting or on the Ordinary Resolutions.

Upon the Scheme becoming Effective, it will be binding on all Care UK Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the Care UK General Meeting.

11. Irrevocable commitments and letters of intent to vote in favour of the Scheme, the Special Resolution and the Ordinary Resolutions

Scheme of Arrangement

Warwick Bidco has received:

- irrevocable commitments to vote in favour of the Scheme at the Court Meeting in respect of, in aggregate, 21,954 Care UK Shares, representing approximately 0.04 per cent. of the Care UK Shares entitled to vote on the Scheme at the Court Meeting; and
- letters of intent to vote in favour of the Scheme at the Court Meeting in respect of, in aggregate, 12,283,115 Care UK Shares, representing approximately 21.6 per cent. of the Care UK Shares entitled to vote on the Scheme at the Court Meeting.

Special Resolution

Warwick Bidco has received:

- irrevocable commitments to vote in favour of the Special Resolution to be proposed at the Care UK General Meeting in respect of, in aggregate, 5,004,480 Care UK Shares, representing approximately 8.09 per cent. of the Care UK Shares entitled to vote on the Special Resolution; and
- letters of intent to vote in favour of the Special Resolution to be proposed at the Care UK General Meeting in respect of, in aggregate, 4,551,830 Care UK Shares, representing approximately 7.4 per cent. of the Care UK Shares entitled to vote on the Special Resolution.

Ordinary Resolutions to approve proposed Management Team Arrangements

Warwick Bidco has received:

- irrevocable commitments to vote in favour of the Ordinary Resolutions to be proposed at the Care UK General Meeting to approve, respectively, the Executive Management Team Arrangements and the John Nash Arrangements in respect of, in aggregate, 21,954 Care UK Shares, representing approximately 0.04 per cent. of the Care UK Shares entitled to vote on the Ordinary Resolutions; and
- letters of intent to vote in favour of the Ordinary Resolutions to be proposed at the Care UK General Meeting to approve, respectively, the Executive Management Team Arrangements and the John Nash Arrangements in respect of, in aggregate, 4,551,830 Care UK Shares, representing approximately 8.0 per cent. of the Care UK Shares entitled to vote on the Ordinary Resolutions.

Further details of these irrevocable commitments (including the circumstances in which they remain binding) and letters of intent are set out in Appendix 3.

12. **Implementation Agreement and Break Fee**

Care UK and Warwick Bidco have entered in to an Implementation Agreement in relation to the implementation of the Proposals and related matters. Pursuant to the Implementation Agreement, Care UK and Warwick Bidco have agreed, amongst other things, to take all such steps and actions and prepare all such documents necessary for the implementation of the Proposals on a timely basis in accordance with an agreed timetable and in accordance with the terms of the Implementation Agreement and the requirements of the Takeover Code, the Court and applicable law and regulations.

Care UK will pay a fee of an amount representing 1 per cent. of the Proposed Offer Value if:

- the recommendation of the Proposals by the Independent Directors is withdrawn, qualified or modified; or
- an Alternative Proposal is announced before or during the implementation of the Proposals and that Alternative Proposal subsequently becomes or is declared unconditional in all respects or is otherwise completed or implemented.

Care UK has given certain undertakings in the Implementation Agreement in relation to the non-solicitation of Alternative Proposals.

Further information regarding the Implementation Agreement will be set out in the Scheme Document.

13. **Interests in Care UK securities**

Save in respect of the irrevocable commitments referred to above and as disclosed below, as at the close of business on 2 March 2010 (the last Business Day prior to the date of this announcement) neither Warwick Bidco, nor any directors of Warwick Bidco, nor, so far as Warwick Bidco is aware, any person acting in concert with Warwick Bidco has: (i) any interest in or right to subscribe for any relevant securities of Care UK, nor (ii) any short positions in respect of relevant Care UK securities (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery, nor (iii) borrowed or lent any relevant Care UK securities:

Name	Number of Care UK Shares	Aggregate Interests in Care UK Shares held under Care UK Share Schemes ¹
Mike Parish	387,048	508,080
Paul Humphreys	94,148	262,878
Doug Umbers	Nil	81,158
John Nash ²	4,496,779	Nil
Mark Hunt	4,551	158,596
Patrick Fox ³	1,838	Nil
TOTAL	4,984,364	1,010,712

1 As a result of time pro-rating, performance conditions and other factors, not all awards held by the Executive Management Team at the date of this announcement are likely to vest as a result of the Proposals.

2 Includes interests held by immediate family members, related trusts and connected persons.

3 Patrick Fox is a Partner of Bridgepoint.

14. **Directors, Management and employees**

As stated in paragraph 3 above, Warwick Bidco's objective is to expand further into the health and social care sectors and generate revenue growth for Care UK. Warwick Bidco therefore attaches great importance to the skills and experience of the existing management and employees of Care UK as these will be instrumental in achieving this objective. Warwick Bidco has given assurances to the Care UK Directors that, on the Scheme becoming Effective, the existing employment rights, including pension rights, of all Care UK Group employees will be observed, at least to the extent required by applicable law.

Warwick Bidco's plans for Care UK do not involve any material change in the conditions of employment of Care UK Group employees. Following the Proposals becoming Effective, the employee resource of the Care UK Group will be considered as part of Warwick Bidco's overall strategy for Care UK and will be reviewed from time to time in light of on-going requirements of the Care UK Group. Warwick Bidco has no current intention to change the location of the Care UK Group's places of business or to redeploy its fixed assets.

Care UK has agreed to pay Michael Averill a fee of £15,000 in recognition of the substantial additional time that has been expended by him in relation to the consideration of the Proposals which have required complex and detailed consideration.

The Independent Directors intend to resign as Care UK Directors following the Scheme becoming Effective and their expectation is that they will have no further continuing business involvement with Care UK.

Details in relation to the Management Team's continued involvement in the Care UK business are set out in paragraph 15 below.

15. Arrangements between the Warwick Bidco Group and the Management Team

Executive Management Team

Upon the Proposals becoming Effective, the members of the Executive Management Team will invest approximately £1.8 million in total into the Warwick Bidco Group. Those members of the Executive Management Team who receive consideration pursuant to the Proposals will fund their investment by reinvesting approximately 58 per cent. of their net proceeds.

The Executive Management Team will invest through (i) a subscription for 'sweet equity', comprising A ordinary shares of £0.01 each and (ii) a subscription for 'institutional strip' on the same economic terms as Bridgepoint, comprising B ordinary shares of £0.01 each in Warwick 1, preference shares of £0.01 each in Warwick 1 (carrying a coupon of 16 per cent.), and loan notes (yielding rolled up interest at 16 per cent. per annum) to be issued by Warwick 2. The Executive Management Team's interest in Warwick 1 will be increased on exit if certain specified criteria are exceeded. These arrangements are conditional upon the Proposals becoming Effective.

Upon the Proposals becoming Effective and the Management Team Arrangements being implemented, it has been commercially agreed that the Executive Management Team will have an interest in approximately 11.08 per cent. of the ordinary share capital of Warwick 1, with the potential to increase this to 12.60 per cent. if the business exceeds certain performance thresholds, as referred to above (although, in order to maximise the tax efficiency of their investments, the Executive Management Team will be legally allocated an amount of shares upon the Proposals becoming Effective, as if such performance thresholds had been exceeded), John Nash will have an interest of approximately 0.9 per cent. of the ordinary share capital of Warwick 1 and the Bridgepoint Europe IV Fund will have an interest of approximately 81.23 per cent. of the ordinary share capital of Warwick 1.

The Executive Management Team will remain in place to operate the business once the Proposals becomes Effective. Their employment will continue to be governed by their existing service contracts (subject to minor amendments) and their remuneration packages will remain unaffected.

John Nash

Upon the Proposals becoming Effective, John Nash (currently the Chairman of Care UK) will reinvest £3 million of the £20.2 million cash proceeds from his current investments in Care UK, to be realised by him pursuant to the Proposals, into the Warwick Bidco Group.

John Nash will invest through a subscription of 'institutional strip' comprising, as for the Executive Management Team, B ordinary shares of £0.01 each in Warwick 1, preference shares of £0.01 each in Warwick 1 (carrying a coupon of 16 per cent.), and loan notes (yielding rolled up interest at 16 per cent. per annum) to be issued by Warwick 2.

As mentioned above, following the Proposals becoming Effective and the Management Team Arrangements being implemented it is anticipated that John Nash will have a 0.9 per cent. interest in the ordinary share capital of Warwick 1.

John Nash will also be engaged by Warwick 1 on a consultancy basis to provide strategic advice to the business. Under the terms of the consultancy agreement to be entered into between Warwick 1 and John Nash, Mr Nash will commit 20 days per year to advising Warwick 1 for a payment of £500 per day. The consultancy agreement will be able to be terminated by either party on 3 months' notice.

The opportunity to invest in Warwick 1 will also be offered to certain other Care UK employees in due course.

Investec considers the terms of the Executive Management Team Arrangements and the John Nash Arrangements to be fair and reasonable as far as all other Care UK Shareholders are concerned.

16. **Care UK Share Schemes**

The Proposals will extend to any Care UK Shares that are unconditionally allotted or issued pursuant to the vesting of awards under the Care UK Share Schemes before the Scheme Record Time.

To the extent that options under the Care UK Share Schemes are not exercised, appropriate proposals will be made to holders of awards under the Care UK Share Schemes in due course.

Details of such proposals will be set out in the Scheme Document and in separate letters to be sent to participants in the Care UK Share Schemes.

17. **Conditions of the Proposals**

The conditions to the Proposals are set out in full in Appendix 1 to this announcement. The Proposals are conditional, inter alia, upon certain competition clearances being obtained.

The Scheme is conditional, inter alia, upon:

- the Scheme becoming Effective by no later than 30 July 2010 or such later date as Care UK and Warwick Bidco may, with the consent of the Panel, agree and the Court may approve, failing which the Scheme will lapse;
- the approval of the Scheme by a majority in number of the Scheme Shareholders who vote, representing at least 75 per cent. in value of the Scheme Shares voted, either in person or by proxy, at the Court Meeting;

- the passing of the Special Resolution and the Ordinary Resolution to be proposed at the Care UK General Meeting; and
- the sanction of the Scheme and subsequent confirmation of the Capital Reduction by the Court (in either case, with or without modification on terms agreed by Warwick Bidco and Care UK) and the delivery of office copies of the Court Orders to the Registrar of Companies.

18. **Delisting, cancellation of trading and re-registration**

It is intended that Warwick Bidco will procure that Care UK apply to the London Stock Exchange and the UKLA respectively for the cancellation of the admission to trading of Care UK Shares on the London Stock Exchange's main market for listed securities and the listing of the Care UK Shares on the Official List, in each case with effect from the Effective Date.

Subject to the Scheme becoming Effective, share certificates in respect of Care UK Shares will cease to be valid, and entitlements to Care UK Shares held within the CREST system will be cancelled on the Effective Date.

It is intended that Care UK will be re-registered as a private limited company upon the Scheme becoming Effective.

19. **General**

The Proposals will be made on the terms and subject to the conditions set out herein and in Appendix 1, and to be set out in the Scheme Document. The formal Scheme Document is expected to be sent to Care UK Shareholders shortly.

This announcement does not constitute an offer or an invitation to purchase or subscribe for any securities.

The implications of the Proposals for persons resident in, or citizens of, jurisdictions outside the United Kingdom may be affected by the laws of the relevant jurisdictions. Such persons should inform themselves about and observe any applicable requirements.

Enquiries:

Bridgepoint
James Murray

Tel: 020 7432 3555

Care UK
Michael Averill, Senior Independent Director

Tel: 020 7330 8272

Rothschild (financial adviser to Bridgepoint and Warwick Bidco)
Hedley Goldberg
Antoine Lejeune

Tel: 020 7280 5000

Investec (financial adviser to Care UK)
Patrick Robb

Tel: 020 7597 5970

Martin Smith

Brewin Dolphin (corporate broker to Bridgepoint and Warwick Bidco) Tel: 0845 059 6740

Richard Jones

Financial Dynamics (PR advisers to Care UK) Tel: 020 7831 3133

Ben Brewerton

Jonathan Birt

This announcement has been prepared in accordance with English law, the Takeover Code and the Disclosure and Transparency Rules and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.

Warwick Bidco reserves the right to elect (with the consent of the Panel (where necessary)) to implement the acquisition of the entire issued and to be issued ordinary share capital of Care UK by way of an Offer. In such event, the Offer will be implemented on substantially the same terms, subject to appropriate amendments, as those which would apply to the Scheme.

If, in the future, Warwick Bidco exercises its right to implement the Proposals by way of an Offer, which is to be made into the United States, such Offer will be made in compliance with the applicable US laws and regulations.

Copies of this announcement and any formal documentation relating to the Proposals are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Restricted Jurisdiction. If the Proposals are implemented by way of an Offer (unless otherwise determined by Warwick Bidco and permitted by applicable law and regulation), the Offer may not be made, directly or indirectly, in or into or by the use of the mails of, or by any other means or instrumentality (including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facility of a national state or securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facility.

This announcement may contain "forward looking statements" concerning Bridgepoint, Warwick Bidco and Care UK. Generally, the words "will", "may", "should", "continue", "believes", "expects", "intends", "anticipates" or similar expressions identify forward looking statements. The forward looking statements involve risks and uncertainties that could cause actual results to differ materially from those suggested by them. Many of these risks and uncertainties relate to factors that are beyond Bridgepoint, Warwick Bidco and Care UK's abilities to control or estimate precisely, such as future market conditions and the behaviours of other market participants, and therefore undue reliance should not be placed on such statements which speak only as at the date of this announcement. Bridgepoint, Warwick Bidco and Care UK assume no obligation and do not intend to update these forward looking statements, except as required pursuant to applicable law.

Notice to US investors in Care UK: The Proposals relate to the shares of an English company and are being implemented by means of a scheme of arrangement provided for under English company law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules under the US Exchange Act of 1934. Accordingly, the Proposals are subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement which differ from the disclosure requirements of the US tender offer rules.

Dealing disclosure requirements

Under the provisions of Rule 8.3 of the Takeover Code if any person is, or becomes, "interested" (directly or indirectly) in 1 per cent. or more of any class of "relevant securities" of Care UK, all "dealings" in any "relevant securities" of Care UK (including by means of an option in respect of, or a derivative referenced to, any such "relevant securities") must be publicly disclosed by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant transaction. This requirement will continue until the date on which the Scheme becomes Effective (or if implemented by way of an Offer, the Offer becomes, or is declared, unconditional as to acceptances) or otherwise lapses or is otherwise withdrawn or on which the "offer period" otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an "interest" in "relevant securities" of Care UK, they will be deemed to be a single person for the purpose of Rule 8.3.

Under the provisions of Rule 8.1 of the Takeover Code, all "dealings" in "relevant securities" of Care UK by Warwick Bidco or Care UK or by any of their respective "associates", must be disclosed by no later than 12.00 noon (London time) on the Business Day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose "relevant securities" "dealings" should be disclosed, and the number of such securities in issue, can be found on the Panel's website at www.thetakeoverpanel.org.uk.

"Interests in securities" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an "interest" by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Takeover Code, which can also be found on the Panel's website. If you are in any doubt as to whether or not you are required to disclose a "dealing" under Rule 8, you should consult the Panel.

This announcement will be available on Care UK's website at <http://announcement.careuk.com/> by no later than 12 noon on 4 March 2010.

APPENDIX 1
CONDITIONS TO AND CERTAIN FURTHER TERMS OF THE PROPOSALS

The Proposals will comply with the applicable rules and regulations of the FSA, the London Stock Exchange and the Takeover Code, will be governed by English law and will be subject to the jurisdiction of the courts of England. In addition it will be subject to the terms and conditions set out in the Scheme Document.

The Proposals will be conditional upon the Scheme becoming Effective by not later than 30 July 2010 or such later date (if any) as Warwick Bidco and Care UK may, with the consent of the Panel, agree and (if required) the Court may approve.

Conditions of the Scheme

1. The Scheme will be subject to the following Conditions:
 - (a) approval of the Scheme by a majority in number representing not less than 75 per cent. in value of the Scheme Shareholders, present and voting, whether in person or by proxy, at the Court Meeting (or any adjournment thereof);
 - (b) the Special Resolution and the Ordinary Resolution being passed at the Care UK General Meeting (or any adjournment thereof); and
 - (c) the sanction of the Scheme and the confirmation of the Capital Reduction (in each case, with or without modification but subject to such modification being acceptable to Warwick Bidco and Care UK), and the office copies of the Court Orders and of the Statement of Capital being delivered for registration to the Registrar of Companies and, in relation to the Capital Reduction, if so ordered by the Court in order to take effect, the registration of the Second Court Order and Statement of Capital by the Registrar of Companies.

2. Care UK and Warwick Bidco have agreed that, subject to the provisions of paragraph 3 below and the requirements of the Panel in accordance with the Takeover Code, the Proposals will also be conditional upon, and accordingly the necessary actions to make the Scheme Effective will only be taken on, the satisfaction or, where relevant, waiver of the following Conditions:
 - (a) the European Commission making a decision, in terms reasonably satisfactory to Warwick Bidco, that in connection with the Proposals, or any matter arising therefrom, it will not initiate proceedings under article 6(1)(c) of Council Regulation (EC) 139/2004 (the "**Regulation**");
 - (b) in the event that a request under article 9(2) of the Regulation has been made by the Office of Fair Trading, the European Commission indicating, in terms reasonably satisfactory to Warwick Bidco, that it does not intend to refer the Proposals, or any aspect of the Proposals, to the Office of Fair Trading in accordance with article 9(3) of the Regulation, but in the event of a referral of the Proposals, or any aspect of the Proposals, to the Office of Fair Trading in accordance with article 9(3) of the Regulation, the Office of Fair Trading adopting a decision in terms reasonably satisfactory to Warwick Bidco not to

refer any matter arising therefrom or relating thereto to the UK Competition Commission;

- (c) the John Nash Ordinary Resolution being passed at the Care UK General Meeting (or any adjournment thereof);
- (d) save in respect of Conditions 2(a) and 2(b) above, no central bank, government or governmental, quasi-governmental, supranational, statutory, regulatory, environmental, administrative, fiscal or investigative body, court, trade agency, association, institution, environmental body, employee representative body or any other body or person whatsoever in any jurisdiction (each a "**Third Party**") having decided to take, institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference, or having required any action to be taken or otherwise having done anything or having enacted, made or proposed any statute, regulation, decision, order or change to published practice and there not continuing to be outstanding any statute, regulation, decision or order which would or might:
 - (i) make the Proposals, their implementation or the acquisition or proposed acquisition of any shares or other securities in, or control of, Care UK by any member of the Wider Warwick Bidco Group void, illegal and/or unenforceable under the laws of any relevant jurisdiction, or otherwise directly or indirectly prevent, prohibit, or materially restrain, restrict, delay or otherwise interfere with the implementation of, or impose additional material conditions or obligations with respect to, or otherwise materially impede, challenge, interfere or require amendment of the Proposals or the acquisition of any such shares or securities by any member of the Wider Warwick Bidco Group;
 - (ii) require, prevent or delay the divestiture or alter the terms envisaged for such divestiture by any member of the Wider Warwick Bidco Group or by any member of the Wider Care UK Group of all or any part of its businesses, assets or property or impose any limitation on the ability of any of them to conduct their businesses (or any part thereof) or to own any of their assets or properties (or any part thereof) (as the case may be) which, in any case, is material in the context of the Wider Warwick Bidco Group or the Wider Care UK Group, in either case, taken as a whole;
 - (iii) impose any limitation on, or result in a delay in, the ability of any member of the Wider Warwick Bidco Group directly or indirectly to acquire or hold or to exercise effectively all or any rights of ownership in respect of shares or other securities in Care UK or on the ability of any member of the Wider Care UK Group or any member of the Wider Warwick Bidco Group directly or indirectly to hold or exercise effectively any rights of ownership in respect of shares or other securities (or the equivalent) in, or to exercise management control over, any member of the Wider Care UK Group which, in any case, is material in the context of the Wider Warwick Bidco Group or the Wider Care UK Group, in either case, taken as a whole;

- (iv) except pursuant to Chapter 3 of Part 28 of the Companies Act, require any member of the Wider Warwick Bidco Group or the Wider Care UK Group to acquire or offer to acquire any shares, other securities (or the equivalent) or interest in any member of the Wider Care UK Group or any asset owned by any third party (other than in the implementation of the Proposals);
- (v) require, prevent or delay a divestiture by any member of the Wider Warwick Bidco Group of any shares or other securities (or the equivalent) in Care UK which, in any case, is material in the context of the Wider Care UK Group taken as a whole;
- (vi) result in any member of the Wider Care UK Group ceasing to be able to carry on business under any name under which it presently carries on business which, in any case, is material in the context of the Wider Care UK Group taken as a whole;
- (vii) impose any limitation on the ability of any member of the Wider Warwick Bidco Group or any member of the Wider Care UK Group to integrate or co-ordinate all or any part of its business with all or any part of the business of any other member of the Wider Warwick Bidco Group and/or the Wider Care UK Group; or
- (viii) otherwise affect any or all of the business, assets, profits or prospects of any member of the Wider Care UK Group or any member of the Wider Warwick Bidco Group in each case in a manner which is adverse to and material in the context of the Wider Care UK Group taken as a whole or the obligations of any members of the Wider Warwick Bidco Group in connection with the Proposals,

and all applicable waiting and other time periods during which any such Third Party could decide to take, institute, implement or threaten any such action, proceeding, suit, investigation, enquiry or reference or take any other step under the laws of any jurisdiction in respect of the Proposals or proposed acquisition of any Care UK Shares or otherwise intervene having expired, lapsed, or been terminated;

- (e) save in respect of Conditions 2(a) and 2(b) above, all necessary or appropriate notifications, filings or applications having been made in connection with the Proposals and all necessary waiting periods (including any extensions thereof) under any applicable legislation or regulation of any jurisdiction having expired, lapsed or been terminated (as appropriate) and all statutory and regulatory obligations in any jurisdiction having been complied with and all Authorisations necessary or appropriate in any jurisdiction for or in respect of the Proposals or the proposed acquisition of any shares or other securities in, or control of, Care UK by any member of the Wider Warwick Bidco Group having been obtained in terms and in a form reasonably satisfactory to Warwick Bidco from all appropriate Third Parties or (without prejudice to the generality of the foregoing) from any person or bodies with whom any member of the Wider Care UK Group or the Wider Warwick Bidco Group has entered into contractual arrangements and all such Authorisations necessary or

appropriate to carry on the business of any member of the Wider Care UK Group in any jurisdiction having been obtained in each case where the direct consequence of a failure to make such notification or filing or to wait for the expiry, lapse or termination of any such waiting period or to comply with such obligation or obtain such Authorisation would be unlawful in any Relevant Jurisdiction or have a material adverse effect on the Wider Care UK Group, any member of the Warwick Bidco Group or the ability of Warwick Bidco to implement the Proposals and all such Authorisations remaining in full force and effect at the time at which the Proposals become otherwise unconditional and there being no notice or intimation of an intention to revoke, suspend, restrict, modify or not to renew such Authorisations;

- (f) except as Disclosed, there being no provision of any arrangement, agreement, licence, permit, franchise, lease or other instrument to which any member of the Wider Care UK Group is a party or by or to which any such member or any of its assets is or may be bound or be subject or any event or circumstance which, as a consequence of the Proposals or the proposed acquisition by any member of the Wider Warwick Bidco Group of any shares or other securities in Care UK or because of a change in the control or management of any member of the Wider Care UK Group or otherwise, could or might reasonably be expected to result in, in each case to an extent which is material in the context of the Care UK Group taken as a whole or the obligations of any member of the Warwick Bidco Group in connection with the Proposals:
- (i) any monies borrowed by, or any other indebtedness, actual or contingent, or any grant available to any member of the Wider Care UK Group being or becoming repayable, or capable of being declared repayable, immediately or prior to its or their stated maturity date or repayment date, or the ability of any such member to borrow monies or incur any indebtedness being withdrawn or inhibited or being capable of becoming or being withdrawn or inhibited;
 - (ii) the rights, liabilities, obligations, interests or business of any member of the Wider Care UK Group or any member of the Wider Warwick Bidco Group under any such arrangement, agreement, licence, permit, lease or instrument or the interests or business of any member of the Wider Care UK Group or any member of the Wider Warwick Bidco Group in or with any other firm or company or body or person (or any agreement or arrangement relating to any such business or interests) being terminated or adversely modified or affected or any onerous obligation or liability arising or any adverse action being taken thereunder;
 - (iii) any member of the Wider Care UK Group ceasing to be able to carry on business under any name under which it presently carries on business;
 - (iv) any assets or interests of, or any asset the use of which is enjoyed by, any member of the Wider Care UK Group being or falling to be disposed of or charged or any right arising under which any such asset or interest could be required to be disposed of or charged or could

- cease to be available to any member of the Wider Care UK Group otherwise than in the ordinary course of business;
- (v) the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of any member of the Wider Care UK Group;
 - (vi) the value of, or the financial or trading position or prospects of, any member of the Wider Care UK Group being prejudiced or adversely affected;
 - (vii) the creation of any liability (actual or contingent) by any member of the Wider Care UK Group other than by trade creditors in the ordinary course of business; or
 - (viii) any liability of any member of the Wider Care UK Group to make any severance, termination, bonus or other payment to any of its directors or other officers;
- (g) except as Disclosed, since 30 September 2009, no member of the Wider Care UK Group having:
- (i) issued or agreed to issue or authorised or proposed the issue of additional shares of any class, or securities or securities convertible into, or exchangeable for, or rights, warrants or options to subscribe for or acquire, any such shares or convertible securities or transferred or sold or agreed to transfer or sell or authorised or proposed the transfer or sale of Care UK Shares out of treasury (save, where relevant, as between Care UK and wholly-owned subsidiaries of Care UK and save for the issue or transfer out of treasury of Care UK Shares on the exercise of options granted before the date of this announcement in the ordinary course);
 - (ii) recommended, declared, paid or made or proposed to recommend, declare, pay or make any bonus, dividend or other distribution (whether payable in cash or otherwise) other than to Care UK or one of its wholly-owned subsidiaries;
 - (iii) save for transactions between Care UK and its wholly-owned subsidiaries, merged with (by statutory merger or otherwise) or demerged from or acquired any body corporate, partnership or business or acquired or disposed of, or, other than in the ordinary course of business, transferred, mortgaged or charged or created any security interest over, any assets or any right, title or interest in any asset (including shares and trade investments) or authorised, proposed or announced any intention to do so which, in any case, is material in the context of the Wider Care UK Group taken as a whole;
 - (iv) save as between Care UK and its wholly-owned subsidiaries or between such wholly-owned subsidiaries, made, authorised, proposed or announced an intention to propose any change in its loan capital

which, in any case, is material in the context of the Wider Care UK Group taken as a whole;

- (v) issued, authorised or proposed the issue of any debentures or (save as between Care UK and its wholly-owned subsidiaries or between such wholly-owned subsidiaries) incurred or increased any indebtedness or become subject to any contingent liability, in each case other than in the ordinary course of business, to an extent which is material in the context of the Care UK Group taken as a whole;
- (vi) entered into or varied or authorised, proposed or announced its intention to enter into or vary any contract, transaction, arrangement or commitment (whether in respect of capital expenditure or otherwise) (otherwise than in the ordinary course of business) which is of a long term, unusual or onerous nature, or which involves or could involve an obligation of a nature or magnitude which is, in any such case, material in the context of the Care UK Group or which is or is likely to be restrictive on the business of any member of the Wider Care UK Group or the Wider Warwick Bidco Group;
- (vii) entered into or varied the terms of any service agreement with any director or senior executive of the Wider Care UK Group;
- (viii) proposed, agreed to provide or modified in any material respect the terms of any share option scheme, incentive scheme, or, other than in the ordinary course of business any other benefit relating to the employment or termination of employment of any employee of the Wider Care UK Group which, taken as a whole, are material in the context of the Wider Care UK Group taken as a whole;
- (ix) made or agreed or consented to any significant change to the terms of the trust deeds constituting the pension schemes established for its directors, employees or their dependants or the benefits which accrue, or to the pensions which are payable, thereunder, or to the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined or to the basis on which the liabilities (including pensions) of such pension schemes are funded or valued, or agreed or consented to any change to the trustees or trustee directors;
- (x) implemented or effected, or authorised, proposed or announced its intention to implement or effect, any composition, assignment, reconstruction, amalgamation, commitment, scheme or other transaction or arrangement (other than the Scheme) otherwise than in the ordinary course of business or between wholly owned members of the Care UK Group;
- (xi) other than a wholly-owned subsidiary of Care UK purchased, redeemed or repaid or announced any proposal to purchase, redeem or repay any of its own shares or other securities or reduced or, save in respect of the matters mentioned in sub-paragraph (i) above, made any

other change to any part of its share capital to an extent which (other than in the case of Care UK) is material in the context of the Wider Care UK Group taken as a whole;

- (xii) waived or compromised any claim otherwise than in the ordinary course of business which is material in the context of the Wider Care UK Group taken as a whole;
 - (xiii) save as envisaged in accordance with the terms of the Scheme, made any material alteration to its memorandum or articles of association or other incorporation documents;
 - (xiv) (other than in respect of a member which is dormant and was solvent at the relevant time) taken or proposed any steps, corporate action or had any legal proceedings instituted or threatened against it in relation to the suspension of payments, a moratorium of any indebtedness, its winding-up (voluntary or otherwise), dissolution, reorganisation or for the appointment of any administrator, receiver, manager, administrative receiver, trustee or similar officer of all or any of its assets or revenues or any analogous proceedings in any jurisdiction or appointed any analogous person in any jurisdiction or had any such person appointed;
 - (xv) been unable, or admitted in writing that it is unable, to pay its debts or commenced negotiations with one or more of its creditors with a view to rescheduling or restructuring any of its indebtedness, or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business;
 - (xvi) entered into any contract, commitment, agreement or arrangement otherwise than in the ordinary course of business or passed any resolution or made any offer (which remains open for acceptance) with respect to or announced an intention to, or to propose to, effect any of the transactions, matters or events referred to in this condition; or
 - (xvii) other than in respect of matters or circumstances referred to in the other conditions in this Appendix I (in which case, such matters or circumstances will be subject to those conditions alone), taken (or agreed or committed to take) any action which requires, or would require, the consent of the Panel or the approval of Care UK Shareholders in general meeting in accordance with, or as contemplated by, Rule 21.1 of the Takeover Code, which in any case is material in the context of the Wider Care UK Group taken as a whole;
- (h) since 30 September 2009, and except as Disclosed:
- (i) there having been no adverse change in the business, assets, financial or trading position or profits or prospects or operational performance of any member of the Wider Care UK Group to an extent which is material to the Wider Care UK Group taken as a whole or to the

obligations of any member of the Warwick Bidco Group in connection with the Proposals;

- (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings having been threatened, announced or instituted by or against or remaining outstanding against any member of the Wider Care UK Group or to which any member of the Wider Care UK Group is or may become a party (whether as claimant or defendant or otherwise) and no enquiry or investigation by, or complaint or reference to, any Third Party against or in respect of any member of the Wider Care UK Group having been threatened, announced or instituted by or against, or remaining outstanding in respect of, any member of the Wider Care UK Group which, in any such case, might reasonably be expected adversely and materially to affect the Wider Care UK Group taken as a whole;
 - (iii) no contingent or other liability having arisen or become known to Warwick Bidco which might be likely adversely to affect the business, assets, financial or trading position or profits or prospects of any member of the Wider Care UK Group to an extent which is material to the Wider Care UK Group taken as a whole; and
 - (iv) no steps having been taken and no omissions having been made which are likely to result in the withdrawal, cancellation, termination or modification of any licence held by any member of the Wider Care UK Group, which is necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which is material and likely adversely to affect the Wider Care UK Group taken as a whole;
- (i) since 30 September 2009, except as Disclosed, Warwick Bidco not having discovered:
- (i) that any financial, business or other information concerning the Wider Care UK Group publicly disclosed or disclosed to any member of the Wider Warwick Bidco Group at any time by or on behalf of any member of the Wider Care UK Group which is material in the context of the acquisition of Care UK by any member of Warwick Bidco Group is to a material extent misleading, contains a material misrepresentation of fact or omits to state a material fact necessary to make that information not misleading to a material extent (that was not corrected prior to 3 March 2010 by being Disclosed);
 - (ii) that any member of the Wider Care UK Group is subject to any liability, contingent or otherwise, which is not disclosed in the 2009 Annual Report and Accounts of Care UK, and which is material in the context of the Wider Care UK Group taken as a whole; or
 - (iii) any information which affects the import of any information disclosed to any member of the Wider Warwick Bidco Group at any time by or on behalf of any member of the Wider Care UK Group which is

material in the context of the Wider Care UK Group taken as a whole;
and

- (j) except as Disclosed, in relation to any release, emission, accumulation, discharge, disposal or other fact or circumstance which has impaired or is likely to impair the environment (including property) or harmed or is likely to harm human health, no past or present member of the Wider Care UK Group (i) having committed any violation of any applicable laws, statutes, regulations, notices or other requirements of any Third Party; and/or (ii) having incurred any liability (whether actual or contingent) to any Third Party; and/or (iii) being likely to incur any liability (whether actual or contingent), or being required, to make good, remediate, repair, re-instate or clean up the environment (including any property) which in any case is material in the context of the Wider Care UK Group taken as a whole.

Further Terms of the Proposals

3. Subject to the requirements of the Panel in accordance with the Takeover Code, Warwick Bidco reserves the right to waive, in whole or in part, all or any of the above Conditions, except Condition 1.
4. If Warwick Bidco is required by the Panel to make an offer for Care UK Shares under the provisions of Rule 9 of the Takeover Code, Warwick Bidco may make such alterations to any of the above Conditions as are necessary to comply with the provisions of that Rule.
5. Warwick Bidco reserves the right to elect (with the consent of the Panel (where necessary)) to implement the acquisition of the entire issued and to be issued ordinary share capital of Care UK by way of a takeover offer (as such term is defined in section 974 of the Companies Act). In such event, the takeover offer will be implemented on substantially the same terms, subject to appropriate amendments, as those which would apply to the Scheme. Further, if sufficient acceptances of such takeover offer are received and/or sufficient Care UK Shares are otherwise acquired, it is the intention of Warwick Bidco to apply the provisions of the Companies Act to acquire compulsorily any outstanding Care UK Shares to which such Offer relates.
6. The Scheme will lapse if the European Commission either initiates proceedings under the Regulation or makes a referral to a competent authority of the United Kingdom under Article 9(3) of the Regulation and there is a subsequent reference to the UK Competition Commission, in either case before the later of the time of the Court Meeting and the time of the Care UK General Meeting. In such event, Care UK will not be bound by the terms of the Scheme.
7. The availability of the Proposals to persons not resident in the UK may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the UK should inform themselves about and observe any applicable requirements.
8. Under Rule 13.4 of the Takeover Code, Warwick Bidco may only invoke a Condition so as to cause the Scheme not to proceed, to lapse or to be withdrawn where the circumstances which give rise to the right to invoke the Condition are of material significance to Warwick Bidco in the context of the Proposals. The Conditions

contained in paragraphs 1, 2(a) and 2(b) above are not subject to Rule 13.4 of the Takeover Code.

APPENDIX 2
SOURCES AND BASES OF INFORMATION

Unless otherwise stated in this announcement:

1. the value attributed to the fully diluted issued share capital of Care UK is based on:
 - (i) 61,842,807 Care UK Shares in issue as at 2 March 2010, being the last practicable date prior to the date of this announcement; and
 - (ii) 1,140,049 Care UK Shares subject to options and awards under the Care UK Share Schemes for which Care UK Shares would need to be issued or transferred on or after the date of this announcement in order to satisfy the exercise of such options or vesting of such awards (assuming all options and awards which are "in the money" are vested and exercised (as applicable) in accordance with the rules of the Care UK Share Schemes);
2. the financial information relating to Care UK is extracted from the audited consolidated financial statements of Care UK for the relevant years, prepared in accordance with IFRS;
3. all prices for Care UK Shares have been derived from the Daily Official List of the London Stock Exchange and represent Closing Prices on the relevant date(s); and
4. the average volume-weighted Closing Price per Care UK Share of 283.5 pence from 29 August 2009 until 29 September 2009 is derived from data provided by Investec.

APPENDIX 3
DETAILS OF IRREVOCABLE COMMITMENTS AND LETTERS OF INTENT

PART A – IRREVOCABLE COMMITMENTS

1. Scheme of Arrangement

The following Care UK Shareholders have given irrevocable commitments to vote in favour of the Scheme at the Court Meeting (or, in the event the Proposals are implemented by an Offer, to accept or procure acceptances of such Offer) in respect of their own beneficial holdings (or those Care UK Shares over which they have control) of Care UK Shares:

Name	Total Number of Care UK Shares	Percentage of existing issued share capital	Percentage of Care UK Shares entitled to vote at the Court Meeting
Michael Averill	5,116	0.008	0.009
Miles Roberts	1,200	0.002	0.002
James Strachan	15,638	0.025	0.028
Total	21,954	0.035	0.039

2. Special Resolution

The following Care UK Shareholders have given irrevocable commitments to vote in favour of the Special Resolution to be proposed at the Care UK General Meeting in respect of their own beneficial holdings (or those Care UK Shares over which they have control) of Care UK Shares:

Name	Total Number of Care UK Shares	Percentage of existing issued share capital and Care UK Shares entitled to vote on the Special Resolution
Michael Averill	5,116	0.008
Miles Roberts	1,200	0.002
James Strachan	15,638	0.025
Mike Parish	387,048	0.626
Paul Humphreys	94,148	0.152

Mark Hunt	4,551	0.007
John Nash	4,496,779	7.271
Total	5,004,480	8.092

3. Ordinary Resolutions

The following Care UK Shareholders have given irrevocable commitments to vote in favour of the Ordinary Resolutions to be proposed at the Care UK General Meeting in respect of their own beneficial holdings (or those Care UK Shares over which they have control) of Care UK Shares:

Name	Total Number of Care UK Shares	Percentage of existing issued share capital	Percentage of Care UK Shares entitled to vote on the Ordinary Resolutions
Michael Averill	5,116	0.008	0.009
Miles Roberts	1,200	0.002	0.002
James Strachan	15,638	0.025	0.028
Total	21,954	0.035	0.039

4. Lapse of Irrevocable Commitments

Each of the irrevocable commitments described in this Part A of Appendix 3 will cease to be binding on the earlier of the following occurrences:

- the Scheme Document is not sent to Care UK Shareholders within 28 days (or such longer period as the Panel may agree) after the date of this announcement; or
- the Scheme lapses or is withdrawn in accordance with its terms and at or before the time of such lapse or withdrawal, Warwick Bidco has not publicly confirmed that it intends to implement the Proposals by way of an Offer or otherwise; or
- the Scheme has not become Effective by 6.00 p.m. on 30 July 2010 (or such later time or date as agreed between Warwick Bidco and Care UK, with the approval of the Court and/or the Panel if required).

PART B – LETTERS OF INTENT

1. Scheme of Arrangement

The following Care UK Shareholders have given a letter of intent to vote in favour of the Scheme at the Court Meeting in respect of their own beneficial holdings (or those Care UK Shares over which they have control) of Care UK Shares:

Name	Total Number of Care UK Shares	Percentage of existing issued share capital	Percentage of Care UK Shares entitled to vote at the Court Meeting
Aviva Investors Global Services Limited	4,899,119	7.922	8.616
Aberforth Partners LLP	1,136,635	1.838	1.999
Standard Life Investments Limited	3,246,252	5.249	5.709
Hermes Investment Management Limited	1,695,531	2.742	2.982
BlackRock Investment Management	1,305,578	2.111	2.296
Total	12,283,115	19.862	21.603

2. Special Resolution

The following Care UK Shareholders have given a letter of intent to vote in favour of Special Resolution to be proposed at the Care UK General Meeting in respect of their own beneficial holdings (or those Care UK Shares over which they have control) of Care UK Shares:

Name	Total Number of Care UK Shares	Percentage of existing issued share capital and Care UK Shares entitled to vote on the Special Resolution
Standard Life Investments	3,246,252	5.249

Limited		
BlackRock Investment Management	1,305,578	2.111
Total	4,551,830	7.360

3. Ordinary Resolutions

The following Care UK Shareholders have given a letter of intent to vote in favour of the Ordinary Resolutions to be proposed at the Care UK General Meeting in respect of their own beneficial holdings (or those Care UK Shares over which they have control) of Care UK Shares:

Name	Total Number of Care UK Shares	Percentage of existing issued share capital	Percentage of Care UK Shares entitled to vote on the Ordinary Resolutions
Standard Life Investments Limited	3,246,252	5.249	5.709
BlackRock Investment Management	1,305,578	2.111	2.296
Total	4,551,830	7.360	8.006

APPENDIX 4 DEFINITIONS

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

"2009 Annual Report and Accounts of Care UK"	the annual report and audited accounts of Care UK for the year ended 30 September 2009
"Alternative Proposal"	(i) any offer or possible offer by any third party for all or substantially all of the issued share capital of Care UK; (ii) the sale or possible sale of the whole or any material part of the assets or undertakings of the Care UK Group; or (iii) any other transaction which would, if implemented, result in a change of control of Care UK being announced under Rule 2.4 or 2.5 of the Takeover Code (in respect of an alternative proposal which is subject to the Takeover Code) or otherwise (in respect of an alternative proposal which is not subject to the Takeover Code)
"Authorisations"	authorisations, orders, grants, recognitions, confirmations, consents, licences, clearances, certificates, permissions or approvals
"Brewin Dolphin"	Brewin Dolphin Investment Bank, a division of Brewin Dolphin Limited
"Bridgepoint"	Bridgepoint Capital Limited
"Business Day"	a day, not being a public holiday, Saturday or Sunday, on which clearing banks in London are open for normal business
"Capital Reduction"	the reduction of Care UK's share capital associated with the cancellation and extinguishing of the Scheme Shares provided for by the Scheme under section 648 of the Companies Act
"Care UK"	Care UK plc
"Care UK Directors"	the directors of Care UK
"Care UK General Meeting"	the general meeting of Care UK Shareholders to be convened to consider and, if thought fit, pass the Special Resolution and the Ordinary Resolutions

"Care UK Group"	Care UK and its subsidiary undertakings and where the context permits, each of them
"Care UK Share Schemes"	the ESOS, the LTIP, the DSBP and the SAYE
"Care UK Share(s)"	the existing unconditionally allotted or issued and fully paid ordinary shares of 10 pence each in the capital of Care UK
"Care UK Shareholder(s)"	holders of Care UK Shares
"Closing Price"	the closing middle market price of a Care UK Share as derived from the Daily Official List on any particular date
"Companies Act"	the Companies Act 2006, as amended from time to time
"Conditions"	the conditions to the implementation of the Proposals (including the Scheme)
"Court"	the High Court of Justice in England and Wales
"Court Meeting"	the meeting of Care UK Shareholders (including any adjournment thereof) to be convened at the direction of the Court pursuant to Part 26 of the Companies Act for the purposes of considering and, if thought fit, passing the resolution to approve the Scheme (with or without amendment)
"Court Orders"	the First Court Order and the Second Court Order
"CREST"	the relevant system (as defined in the Regulations) in respect of which Euroclear is the operator (as defined in CREST)
"Daily Official List"	the daily official list of the London Stock Exchange
"Disclosed"	information disclosed: (i) in the 2009 Annual Report and Accounts of Care UK; (ii) in this announcement; (iii) in any other announcement made to a Regulatory Information Service by or on behalf of Care UK prior to this announcement; or (iv) fairly to Warwick Bidco or its advisers by Care UK prior to this announcement
"Disclosure and Transparency Rules"	the disclosure and Transparency Rules as

	published by the FSA
"DSBP"	the Care UK Deferred Share Bonus Plan
"Effective"	in the context of the Proposals: (i) if the Proposals are implemented by way of the Scheme, the Scheme having become effective pursuant to its terms; or (ii) if the Proposals are implemented by way of an Offer, the Offer having been declared or having become unconditional in all respects in accordance with the requirements of the Takeover Code
"Effective Date"	the date on which the Proposals become Effective
"ESOS"	the Care UK Employee Share Option Scheme
"Euroclear"	Euroclear UK & Ireland Limited
"Executive Management Team"	Mike Parish, Paul Humphreys, Doug Umbers, and Mark Hunt
"Executive Management Team Arrangements"	the proposed arrangements between the Warwick Bidco Group and the Executive Management Team as set out in paragraph 15 of this announcement
"First Court Order"	the order of the Court sanctioning the Scheme under Part 26 of the Companies Act
"FSA"	Financial Services Authority
"IFRS"	international accounting standards and international financial reporting standards and interpretations thereof, approved or published by the International Accounting Standards Board and adopted by the European Union
"Implementation Agreement"	the implementation agreement between Warwick Bidco and Care UK dated 3 March 2010
"Independent Directors"	Michael Averill, Miles Roberts and James Strachan
"Investec"	Investec Investment Banking, a division of Investec Bank plc
"John Nash Arrangements"	the proposed arrangements between the Warwick Bidco Group and John Nash as set out

	in paragraph 15 of this announcement
"John Nash Ordinary Resolution"	the ordinary resolution proposed to be passed at the Care UK General Meeting in connection with the John Nash Arrangements
"London Stock Exchange"	the London Stock Exchange plc or its successor
"LTIP"	the Care UK Long Term Incentive Plan
"Management Team"	the Executive Management Team together with John Nash
"Management Team Arrangements"	the Executive management Team Arrangements together with the John Nash Arrangements
"Meetings"	the Court Meeting and the Care UK General Meeting
"NHS"	National Health Service
"Offer"	should Warwick Bidco elect to make the Proposals by way of a contractual takeover offer (as such term is defined in section 974 of the Companies Act), the takeover offer to be made by Warwick Bidco to acquire the entire issued and to be issued share capital of Care UK
"Offer Period"	the period commencing on 30 September 2009, being the date of the announcement by Care UK that it had been approached regarding a possible offer, and ending on the Effective Date
"Official List"	the Official List of the FSA
"Ordinary Resolution"	the ordinary resolution proposed to be passed at the Care UK General Meeting in connection with the Executive Management Team Arrangements
"Ordinary Resolutions"	the Ordinary Resolution and the John Nash Ordinary Resolution
"Panel"	the Panel on Takeovers and Mergers
"Proposals"	the proposed acquisition by Warwick Bidco of the entire issued and to be issued share capital of Care UK by means of the Scheme (and other matters to be considered at the Meetings), or should Warwick Bidco so elect, by means of an Offer made by or on behalf of Warwick Bidco for the entire issued and to be issued share

	capital of Care UK including, where the context requires, any subsequent revision, variation, extension or renewal of such proposed acquisition by means of a Scheme or Offer
"Proposed Offer Value"	the total consideration payable by Warwick Bidco pursuant to the Proposals calculated by reference to the price per Care UK Share offered pursuant to the Proposals and in accordance with Practice Statement No. 23 of the Takeover Panel
"Registrar of Companies"	the Registrar of Companies in England and Wales
"Regulations"	the Uncertified Securities Regulations 2001
"Regulatory Information Service"	any information service authorised from time to time by the FSA for the purpose of disseminating regulatory announcements
"Restricted Jurisdiction"	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Proposals is sent or made available to Care UK Shareholders in that jurisdiction
"Rothschild"	NM Rothschild & Sons Limited
"SAYE"	the Care UK 2006 Sharesave Plan
"Scheme"	the proposed scheme of arrangement under Part 26 of the Companies Act between Care UK and each Scheme Shareholder (the full terms of which will be set out in the Scheme Document), with or subject to any modification, addition or condition approved or imposed by the Court and agreed by Care UK and Warwick Bidco
"Scheme Document"	the document to be sent to Care UK Shareholders and persons with information rights containing, amongst other things, the Scheme and notices of the Meetings, such document to be sent together with proxy forms for use at the Meetings
"Scheme Record Time"	the time and date specified as such in the Scheme Document, currently expected to be 6.00 p.m. on 23 April 2010 or otherwise on the Business Day immediately preceding the date on which the Court confirms the Capital Reduction

"Scheme Shareholders"	holders of Scheme Shares
"Scheme Shares"	all Care UK Shares: (i) in issue at the date of the Scheme Document; (ii) (if any) issued after the date of the Scheme Document but before the Voting Record Time; and (iii) (if any) issued at or after the Voting Record Time, and before the Scheme Record Time in respect of which the original or any subsequent holders thereof are, or shall have agreed in writing to be, bound by the Scheme, in each case excluding any Care UK Shares held by Warwick Bidco
"Second Court Order"	the order of the Court confirming the Capital Reduction and authorising the re-registration of Care UK as a private company under Section 651 of the Companies Act
"Special Resolution"	the special resolution proposed to be passed at the Care UK General Meeting in connection with, inter alia, implementation of the Scheme, approval of the Capital Reduction and certain amendments to be made to the articles of association of Care UK
"Statement of Capital"	the statement of capital (approved by the Court) showing with respect to Care UK's share capital, as altered by the Court Order confirming the Capital Reduction, the information required by section 649 of the Companies Act
"Takeover Code"	the City Code on Takeovers and Mergers
"UKLA"	the United Kingdom Listing Authority
"United Kingdom" or "UK"	the United Kingdom or 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
"Voting Record Time"	the time and date specified as such in the Scheme Document, expected to be 6.00 p.m. on 30 March 2010 or if the Court Meeting is adjourned, 6.00 p.m. on the second day before the date of such adjourned meeting
"Warwick 1"	Warwick 1 Limited
"Warwick 2"	Warwick 2 Limited

"Warwick 3"	Warwick 3 Limited
"Warwick Bidco"	Warwick Bidco Limited
"Warwick Bidco Group"	Warwick Bidco and its parent undertakings and where the context permits, each of them
"Wider Care UK Group"	Care UK and associated undertakings and any other body corporate, partnership, joint venture or person in which the Care UK and such undertakings (aggregating their interests) have an interest of more than 20 per cent. of the voting or equity capital or the equivalent
"Wider Warwick Bidco Group"	Warwick Bidco Group and associated undertakings and any other body corporate, partnership, joint venture or person in which Warwick Bidco and such undertakings (aggregating their interests) have an interest of more than 20 per cent. of the voting or equity capital or the equivalent

All times referred to are London time unless otherwise stated.

For the purposes of this announcement, "**subsidiary**", "**subsidiary undertaking**", "**undertaking**" and "**associated undertaking**" have the respective meanings given thereto by the Companies Act.

References to the singular include the plural and vice versa.

"£" and "pence" means pounds and pence sterling, the lawful currency of the United Kingdom.