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If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document together with the accompanying Form of Proxy immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward delivery to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction in which such an act would constitute a violation of the relevant laws of such jurisdiction. If you have sold or otherwise transferred some of your Ordinary Shares, you should consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

The Directors (whose names and functions appear on page 10 of this document) and the Company (whose registered office appears on page 10 of this document) accept responsibility, both collectively and individually, for the information contained in this document and for compliance with the AIM Rules for Companies. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission of the Placing Shares will become effective and that dealings in the Placing Shares will commence on 8 June 2021. It is expected that Admission of the Consideration Shares will become effective and that dealings in the Consideration Shares will commence on 10 June 2021. The New Ordinary Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares, and will rank in full for dividends and other distributions declared, made or paid on the Ordinary Shares after Admission.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks in investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with his or her own independent financial adviser. Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated adviser. Neither the UK Listing Authority nor the London Stock Exchange has itself examined or approved the contents of this document.

This document contains no offer of transferable securities to the public within the meaning of section 102B of FSMA or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of FSMA, and has not been drawn up in accordance with the Prospectus Rules or approved by or filed with the FCA or any other competent authority. It is emphasised that no application is being made for admission of the Existing Ordinary Shares or the New Ordinary Shares to the Official List.

INDUCTION HEALTHCARE GROUP PLC

(incorporated and registered in England and Wales with company number 11852026)

Acquisition of Attend Anywhere Pty Ltd

Placing to raise £25 million

Admission of 49,999,999 New Ordinary Shares

and

Notice of General Meeting

Nominated Adviser and Broker

N+1 Singer

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America under the United States Securities Act of 1933 (as amended) (the “**Securities Act**”) or under the securities laws of any state of the United States of America and may not be offered, reoffered, sold, resold, transferred or delivered, directly or indirectly, within or into the United States of America except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and, in each case, in compliance with any applicable securities laws of any state or other jurisdiction of the United States. No public offering of the New Ordinary Shares is being made in the United States. Neither this document nor any copy of it may be distributed in or sent to or taken into the United States, Canada, the Republic of South Africa, Australia or Japan. In addition, the securities to which this document relates must not be marketed into any jurisdiction where to do so would be unlawful. Persons into whose possession this document comes should inform themselves about, and observe, any such restrictions.

This document is not a disclosure document under the Australian Corporations Act 2001 (Cth) (“**Australian Corporations Act**”) and does not purport to include the information required of a disclosure document or product disclosure document under the Australian Corporations Act. Neither this document, any other disclosure document nor product disclosure statement in relation to the offer of the New Ordinary Shares has been lodged with the Australian Securities and Investments Commission (“**ASIC**”). This document does not constitute an offer, invitation, or recommendation in Australia to Australian retail investors to subscribe for or purchase any New Ordinary Shares and neither this document nor anything contained in it shall form the basis of any such contract or commitment.

N+1 Singer, which is authorised and regulated by the FCA, is acting as nominated adviser and broker to the Company for the purposes of the AIM Rules for Companies in connection with the Acquisition and Admission and, as such, its responsibilities are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person or entity. N+1 Singer will not be responsible to any person other than the Company for providing the protections afforded to clients of N+1 Singer, or for providing advice to any other person in connection with the Acquisition and Admission. N+1 Singer is not making any representation or warranty, express or implied, as to the contents of this document. N+1 Singer has not authorised the contents of, or any part of, this document, and no liability whatsoever is accepted by N+1 Singer for the accuracy of any information or opinions contained in this document or for the omission of any material information.

Notice of a General Meeting of the Company, to be held at Red Lion Farm, 74 Main Road, Weston, Crewe CW2 5LD at 9.00 a.m. on 7 June 2021, is set out at the end of this document. The enclosed Form of Proxy for use in connection with the General Meeting should be completed and returned as soon as possible and, in any event, so as to reach the Company’s registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not later than 9.00 a.m. on 3 June 2021. Your Board has considered how to deal with the impact of the ongoing COVID-19 pandemic on arrangements for the General Meeting. Following the UK Government’s announcement on 22 February 2021, setting out its “roadmap out of lockdown”, from 17 May 2021 legal restrictions on public gatherings under the Health Protection (Coronavirus Restrictions) (Steps) (England) Regulations 2021 (‘the Coronavirus Restrictions’) have been lifted to a certain extent. However, there will still be a limit on the number of individuals and households permitted to gather indoors and, due to the continued unpredictability caused by the COVID-19 pandemic and the uncertainty relating to the lifting of the Coronavirus Restrictions, we are strongly discouraging shareholders from attending the General Meeting in person. We will ensure that the minimum quorum is met and shareholders can be represented by the chair of the meeting, acting as their proxy. The deadline for submitting proxies is by 9.00 a.m. on 3 June 2021. The chair of the General Meeting will direct that voting on all resolutions set out in the notice of General Meeting of the Company at the end of this document will take place by way of a poll. In line with the Coronavirus Restrictions, shareholders are strongly discouraged from attending the General Meeting in person and, if they attempt to do so, may be refused entry to the General Meeting. No update on trading or other management statements will be given at the General Meeting, which will instead be an entirely functional meeting to consider the resolutions (and with voting thereon being taken by poll). In order to reduce the risk of infection, the General Meeting will end immediately following the business of the General Meeting. The Company is taking these measures to comply with the UK Government’s rules in relation to the COVID-19 pandemic, to safeguard its shareholders’ and employees’ health and to make the General Meeting as safe as possible. Any updates to the position will be included on our website at <https://inductionhealthcare.com> and announced by Regulatory Information Service.

Alternatively, eligible Shareholders who hold their Existing Ordinary Shares in uncertificated form in CREST may use the CREST Proxy Voting Service, details in respect of which are contained in the notes to the notice of General Meeting.

Electronic Proxy Appointment (‘EPA’) is also available for this meeting. To use this facility you must visit www.sharevote.co.uk where details of the procedure are shown. Details on how to lodge your vote electronically are contained within the notice of General Meeting.

A copy of this document will be made available on the Company's website, <https://inductionhealthcare.com>. Neither the content of the Company's website nor any website accessible by hyperlinks from or to the Company's website is incorporated into, or forms part of, this document.

FORWARD-LOOKING STATEMENTS

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “envisages”, “estimates”, “anticipates”, “projects”, “expects”, “intends”, “may”, “will”, “could”, “seeks” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Company’s and the Directors’ current intentions, beliefs or expectations concerning, amongst other things, investment strategy, financing strategy, performance, results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which the Group (and Attend Anywhere) operates.

By their nature, forward-looking statements involve risks (including unknown risks) and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not an assurance of future performance. The Company’s actual performance, results of operations, financial condition, liquidity and dividend policy and the development of the business sector in which the Group (and Attend Anywhere) operates, may differ materially from those suggested by the forward-looking statements contained in this document. In addition, even if the Company’s performance, results of operations, financial condition, liquidity and dividend policy and the development of the industry in which the Group (and Attend Anywhere) operates, are consistent with the forward-looking statements contained in this document, those results or developments may not be indicative of results or developments in subsequent periods. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this document may or may not occur.

Any forward-looking statement in this document reflects the Company’s current view with respect to future events and is subject to risks relating to future events and other risks, uncertainties and assumptions relating to the matters referred to above. Prospective investors should specifically consider the factors identified in this document which could cause actual results to differ before making an investment decision. Other than in accordance with the Company’s obligations under the AIM Rules for Companies, neither the Company nor N+1 Singer undertakes any obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Neither the forward-looking statements nor the underlying assumptions have been verified or audited by any third party.

BASIS ON WHICH INFORMATION IS PRESENTED

Various figures and percentages in the tables in this document, including financial information, have been rounded and accordingly may not total. As a result of this rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data.

In this document, references to “pounds sterling”, “£”, “pence” and “p” are to the lawful currency of the United Kingdom and references to AUS\$ are to the lawful currency of Australia.

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DEFINITIONS

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

“ACN”	A.C.N. 167 231 307 Pty Ltd, a private company limited by shares incorporated in Australia with Australian Company Number 167 231 307 with its registered office at C/- BBB Partners, Level 8, 60 Albert Road, South Melbourne, Victoria, 3205 Australia
“Act”	the Companies Act 2006 as amended
“Acquisition”	the proposed acquisition by the Company of (i) 683 ordinary shares in the capital of Attend Anywhere from Christopher James Ryan and Mark Joseph Rodrigues and (ii) the whole issued share capital of ACN from John William Wilson, all pursuant to the SPA ¹
“Admission”	admission of the Placing Shares or the Consideration Shares (as the case may be) to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	AIM, a market of the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies and the AIM Rules for Nominated Advisers, as applicable
“AIM Rules for Companies”	the rules for AIM companies published by the London Stock Exchange, as amended or re-issued from time to time
“AIM Rules for Nominated Advisers”	the rules for nominated advisers to AIM companies published by the London Stock Exchange, as amended or re-issued from time to time
“Attend Anywhere”	Attend Anywhere Pty Ltd, a private company limited by shares incorporated in Australia with Australian Company Number 081 211 707 with its registered office at Level 18, 530 Collins Street, Melbourne, Victoria, 3000, Australia
“Beech Hill”	Beech Hill Securities, Inc. (which is acting as placing agent in the United States)
“Board” or “Directors”	the directors of the Company
“Certificated” or “in certificated form”	the description of a share or other security which is not in uncertificated form (that is, not in CREST)
“Circular”	this document
“Company” or “Induction”	Induction Healthcare Group plc, a company incorporated in England and Wales with company number 11852026 with its registered office at 20 St. Dunstan’s Hill, London, England, EC3R 8HL
“Consideration Shares”	the 14,285,714 new Ordinary Shares proposed to be issued by the Company as part of the consideration payable in connection with the Acquisition
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as also defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) (as amended from time to time)
“Enlarged Share Capital”	the enlarged share capital of the Company following Admission (of both the Placing Shares and the Consideration Shares),

¹ ACN owns 135 ordinary shares in the capital of Attend Anywhere which, together with the shares in Attend Anywhere referred to at (i) in this definition of “Acquisition”, comprise the whole issued share capital of Attend Anywhere.

	comprising the Existing Ordinary Shares and the New Ordinary Shares
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST
“Existing Ordinary Shares”	the Ordinary Shares in issue as at the date of this document
“FCA”	the United Kingdom Financial Conduct Authority
“Form of Proxy”	the form of proxy accompanying this document for use by Shareholders in connection with the General Meeting
“FSMA”	the UK Financial Services and Markets Act 2000 (as amended) including any regulations made pursuant thereto
“General Meeting” or “GM”	the general meeting of the Company which has been convened for 9.00 a.m. on 7 June 2021, notice of which is set out in Part 2 of this document
“Group” or “Induction”	the Company and its subsidiaries
“London Stock Exchange”	London Stock Exchange plc
“New Ordinary Shares”	the Consideration Shares and the Placing Shares (being equal to, in aggregate, 49,999,999 new Ordinary Shares)
“N+1 Singer”	NPlus1 Singer Advisory LLP, acting as nominated adviser and broker to the Company for the purposes of the AIM Rules and, where the context allows, its affiliates (including, in respect of the Placing, NPlus1 Singer Capital Markets Limited)
“Official List”	the official list of the UK Listing Authority
“Ordinary Shares”	ordinary shares in the share capital of the Company each with a nominal value of 0.5 pence
“Panel”	the Panel on Takeovers and Mergers
“Placing”	the conditional placing of the Placing Shares at the Placing Price pursuant to the Placing Agreement
“Placing Agreement”	the conditional agreement dated 20 May 2021 between the Company, NPlus1 Singer Capital Markets Limited and Beech Hill relating to the Placing
“Placing Price”	£0.70 per Placing Share
“Placing Shares”	35,714,285 new Ordinary Shares to be allotted and issued by the Company pursuant to the Placing
“Prospectus Rules”	the prospectus rules of the UKLA made in accordance with section 73A of FSMA as amended from time to time pursuant to the Prospectus Regulation 2017 (EU 2017/1129) (which forms part of UK domestic law pursuant to the European Union (Withdrawal) Act 2018)
“Registrar”	Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA
“Regulatory Information Service”	a service approved by the London Stock Exchange for the distribution to the public of regulatory announcements and included within the list on the website of the London Stock Exchange
“Resolutions”	the resolutions set out in the notice of General Meeting
“Securities Act”	the United States Securities Act of 1933, as amended
“Sellers”	Christopher James Ryan, Mark Joseph Rodrigues and John William Wilson

“Shareholders”	holders of the Ordinary Shares from time to time
“SPA”	the share purchase agreement dated 21 May 2021 (Melbourne, Australia time) between the Company and the Sellers relating to the Acquisition
“Sterling” or “£”	pounds sterling, the lawful currency from time to time of the United Kingdom
“UK Listing Authority” or “UKLA”	the FCA acting in its capacity as the competent authority for the purposes of Part VI of FSMA
“uncertificated” or “uncertificated form”	recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which may be transferred by of CREST
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland

EXPECTED TIMETABLE

Announcement of the Acquisition and the Placing	21 May 2021
Publication of this Circular and notice of General Meeting	21 May 2021
Last date and time for receipt of Proxy Forms for the General Meeting	9.00 a.m. on 3 June 2021
General Meeting	9.00 a.m. on 7 June 2021
Admission of the Placing Shares to trading on AIM	8.00 a.m. on 8 June 2021
Completion of the Acquisition	9 June 2021
Admission of the Consideration Shares to trading on AIM	8.00 a.m. on 10 June 2021

All future times and/or dates referred to in this Circular are subject to change at the discretion of the Company and N+1 Singer and, if any of the above times or dates should change, the revised times and/or dates will be notified by an announcement on a regulatory information service. All times are UK times unless otherwise specified.

TRANSACTION STATISTICS*

Ordinary Shares currently in issue as at the date of this Circular	42,050,728
Placing Price	£0.70
Number of Placing Shares proposed to be issued pursuant to the Placing	35,714,285
Aggregate consideration payable by the Company pursuant to the Acquisition	£15,560,000 in cash plus (1) the issue of 14,285,714 Consideration Shares and (2) an amount equal to Attend Anywhere's net assets at completion of the Acquisition calculated in accordance with the SPA and subject to verification/ true up by way of completion accounts, all as per the SPA (it is estimated that this net assets payment will be approximately £800,000, which payment is to be made in cash) ²
Number of Consideration Shares proposed to be issued pursuant to the Acquisition	14,285,714
Enlarged Share Capital	92,050,727
Percentage of Enlarged Share Capital represented by the Placing Shares (approximate)	38.80%
Percentage of Enlarged Share Capital represented by the Consideration Shares (approximate)	15.52%
Percentage of Enlarged Share Capital represented by the New Ordinary Shares (approximate)	54.32%
Gross proceeds of the Placing at the Placing Price	£25 million

* *These figures set out the number of Consideration Shares and Placing Shares issuable and assume that (i) all relevant Resolutions contained within this Circular are passed, (ii) the Acquisition completes in accordance with the terms set out in this Circular and (iii) no other Ordinary Shares are issued by the Company prior to Admission.*

² In addition the Sellers will be entitled to extract from Attend Anywhere a pre-Completion dividend of AUS\$4,489,105. This is not consideration payable by the Company.

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	Christopher Michael Kennedy Spencer (Non-Executive Chairman) James Henry Stewart Balmain (Joint Chief Executive Officer) Dr Dimitrie Spiru Hugo Stephenson (Joint Chief Executive) Leslie-Ann Reed (Non-executive Director) Jane Elizabeth Silber (Non-executive Director) Andrew David Williams (Non-executive Director)
Company Secretary	Alison Talbot
Registered Office	20 St. Dunstan's Hill, London, England, EC3R 8HL
Nominated Adviser and Broker	NPlus1 Singer Advisory LLP 1 Bartholomew Lane London EC2N 2AX
Solicitors to the Company	Pinsent Masons LLP Princes Exchange 1 Earl Grey Street Edinburgh EH3 9AQ
Auditors	KPMG LLP 15 Canada Square Canary Wharf London E14 5GL
Registrars	Equiniti Limited Aspect House Spencer Road Lancing West Sussex BN99 6DA

PART 1

LETTER FROM THE CHAIRMAN OF INDUCTION HEALTHCARE GROUP PLC

(registered in England and Wales with company number 11852026)

Directors:

Christopher Michael Kennedy Spencer (Non-Executive Chairman)
James Henry Stewart Balmain (Joint Chief Executive Officer)
Dr Dimitrie Spiru Hugo Stephenson (Joint Chief Executive Officer)
Leslie-Ann Reed (Non-executive Director)
Jane Elizabeth Silber (Non-executive Director)
Andrew David Williams (Non-executive Director)

Registered Office:

20 St. Dunstan's Hill
London
England
EC3R 8HL

Dated: 21 May 2021

Dear Shareholder

Proposed Acquisition of Attend Anywhere Pty Ltd (to include the issue of 14,285,714 new Ordinary Shares) and Placing of 35,714,285 new Ordinary Shares at £0.70 per new Ordinary Share

**Admission of Consideration Shares and Placing Shares
and
Notice of General Meeting**

1. Introduction

On 21 May 2021 Induction announced that it had entered into an agreement to acquire (i) 683 ordinary shares in the capital of Attend Anywhere, a private Australia-based video consultation provider in the UK, from Christopher James Ryan and Mark Joseph Rodrigues; and (ii) the whole issued share capital of ACN from John William Wilson (ACN owns 135 ordinary shares in the capital of Attend Anywhere which, together with the shares in Attend Anywhere referred to above at (i) in this paragraph 1, comprise the whole issued share capital of Attend Anywhere), for a cash consideration of £15,560,000 plus an amount equal to Attend Anywhere's net assets at Completion as calculated in accordance with the SPA (estimated to be approximately £800,000) and the issue of 14,285,714 Consideration Shares (having a value equivalent to £10 million at the Placing Price).

As part of the transaction, Induction also announced that N+1 Singer has coordinated the Placing (with Beech Hill having acted as US placing agent) to raise £25 million (before expenses) by way of the issue of 35,714,285 new Ordinary Shares at the Placing Price of £0.70 each. The proceeds of the Placing are to be used to fund the cash element of the consideration to be paid in respect of the Acquisition and to provide the Group with additional working capital.

The Placing Shares have been placed with certain existing and new institutional and other investors. In addition, certain of the Directors and management of the Group are participating in the Placing. Further details are set out below.

The issue of the Consideration Shares and the Placing Shares (and therefore completion of both the Placing and the Acquisition) is conditional upon the approval by Shareholders of the Resolutions to be proposed at the General Meeting of the Company convened for 7 June 2021. Subject to Shareholders approving the Resolutions to be proposed at the General Meeting, it is expected that Admission of the Placing Shares will take place on or about 8 June 2021, that completion of the Acquisition will take place on or about 9 June 2021 and that Admission of the Consideration Shares will take place on or about 10 June 2021.

The Placing Shares and the Consideration Shares are not being offered on a *pro rata* basis to existing Shareholders and accordingly the Placing and the Acquisition are conditional upon Shareholders resolving to pass the Resolutions, including to disapply statutory pre-emption rights. Shareholders will find set out at Part 2 of this document a Notice of General Meeting which has been convened for 9.00 a.m. on 7 June 2021 at which the Resolutions will be proposed to, *inter alia*, approve the allotment and issue of the Placing Shares and the Consideration Shares and to dis-apply statutory pre-emption rights in respect of certain allotments.

The purpose of this document is to provide further details on the Acquisition and the Placing and to explain the background to and reasons for the Acquisition and the Placing and why the Directors consider the Acquisition and the Placing to be in the best interests of the Company and its Shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at Part 2 of this document.

The contents of this letter are important and I urge you to read it carefully and to complete, sign and return the enclosed Form of Proxy in accordance with the instructions given on it and in the paragraph below headed "Action to be taken", as soon as possible and in any event so as to be received by no later than 9.00 a.m. on 3 June 2021.

2. Information about Attend Anywhere

The Directors consider Attend Anywhere to be the leader in video consultations in the UK secondary care market, holding national contracts with NHS Scotland, NHS Wales and the HSE in Ireland, alongside a number of regional contracts in England. Attend Anywhere's proprietary technology allows users to easily access and use the video service via a common browser, without the need for plug-ins or downloading a native app. The business is based in Melbourne, Australia, and was established in 1998 by Chris Ryan.

The unaudited financial statements of Attend Anywhere for its financial year ended 30 June 2020 showed revenue of £4.6 million and an EBITDA loss of £0.1 million. Following its success with a national contract with NHS Scotland, Attend Anywhere won a £4.85 million national contract with NHS England in the first calendar quarter of 2020, which was quickly followed by a further national contract with NHS Wales. The *pro forma* summary unaudited management accounts of Attend Anywhere for the 12 months ended 31 March 2021 showed revenue of £9.7 million and EBITDA of £3.3 million.

3. Strategic Rationale for the Acquisition and the Placing

The Company's strategy is to build a leading and future-forward integrated virtual care platform, incorporating patient onboarding, clinical guidelines, digital communications, online appointment management and, via the acquisition of Attend Anywhere, video consultations. While the current focus is on secondary care, there is scope to migrate into allied care settings, such as primary care, mental health and community care.

The Board considers Attend Anywhere to be a clear strategic fit with Induction and believes the Acquisition will provide a number of commercial, operational and financial benefits, which are expected to create value for Shareholders. In particular:

- the Board considers Attend Anywhere to be the UK market leader in video consultation in secondary care;
- Attend Anywhere has contracts with NHS bodies in the UK and Ireland;
- the Acquisition brings immediate scale and critical mass to induction;
- the Acquisition will facilitate cross selling and enhanced product offering opportunities, as set out below;
- over 80% of the Group's revenues are anticipated to be recurring;
- Attend Anywhere rounds out the Group's platform offering;
- the Board does not envisage significant integration costs arising from the Acquisition;
- the Board believes that the Acquisition will accelerate the Group's transition to profitability; and
- the Acquisition is expected to offer the potential to access new UK and international markets.

Once the Acquisition is completed, the Company intends to launch a new product offering, combining Attend Anywhere's platform with Induction's existing offerings, particularly Induction Zesty and Induction Switch. Induction Zesty is a leading patient portal, used by more than 240,000 patients to manage their hospital care, and Induction Switch is a widely embedded UK healthcare collaboration app, used by the majority of hospital doctors within the NHS.

4. Current Trading and Prospects

The Group experienced strong momentum in sales and annual recurring revenue run-rate during the recently ended financial year ended 31 March 2021. Having recorded revenues of £582,000 for the six months ended 30 September 2020, the Board expects the Group to report for the financial year ended 31 March 2021 revenues of approximately £1.5 million, albeit this is subject to audit. This momentum has continued into the current financial year, with a number of new contract wins already announced and further contractual negotiations in progress which the Board expects will result in contracts being signed in the near term.

Attend Anywhere has recently agreed the renewal of national contracts with NHS Scotland, with a prospective aggregate value of £2.1 million for the year ending 31 March 2022. In England, contracts are no longer with NHS England, as procurement there has moved to a regional model. As the incumbent provider, Attend Anywhere has secured the renewal of over 65 per cent. of these contracts with a value of £7.6 million for the year ending 31 March 2022. For context, Attend Anywhere's contract with NHS England for 2020 / 21 had a value of £4.85 million. The Board expects that Attend Anywhere will renew contracts with NHS Wales and HSE in Ireland over the coming months.

Following the Acquisition, the Group is expected to have secured £9.5 million in contracted revenues for the financial year ending 31 March 2022 and the Board expects that the Group will break even on an EBITDA basis in early FY23. In addition, the Board expects that in the following financial year – ending 31 March 2023 – the Group will be EBITDA positive and, importantly, will become self-funding. The Board believes that the proceeds of the Placing retained by the Company (and not used in connection with the Acquisition) will be sufficient to deliver the Group to this position without recourse to additional funding for working capital purposes.

In the Board's view, the COVID pandemic highlighted the shortcomings of the outpatient model in secondary care and accelerated the transition to virtual care models that was already underway. It is likely that, in the future, care will be delivered by a mix of in-person and virtual care, with a requirement for greater flexibility and efficiency in managing patients. The Board is firmly of the view that Induction, post the acquisition of Attend Anywhere, is ideally placed to establish a market leading position both in the UK and, in due course, international markets.

5. Details of the Acquisition

On 21 May 2021 (Melbourne, Australia time), the Company entered into a conditional share purchase agreement (the SPA) pursuant to which the Company agreed to purchase the share capital of Attend Anywhere for a consideration payable upon completion to comprise (1) £15,560,000 in cash (2) plus an amount equal to Attend Anywhere's net assets at completion of the Acquisition as calculated in accordance with the SPA (estimated to be approximately £800,000) and (3) the issue of 14,285,714 Consideration Shares (credited as fully paid) (having a value equivalent to £10 million at the Placing Price). The Consideration Shares will, when issued, represent approximately 15.52 per cent. of the Enlarged Share Capital. The Consideration Shares will rank *pari passu* with the Existing Ordinary Shares in the Company.

The issue of the Consideration Shares is conditional, *inter alia*, upon the approval by Shareholders of the Resolutions to be proposed at the General Meeting convened for 7 June 2021. The Directors believe that the combination of the payment in cash of £15,560,000 plus the net assets payment (which will be paid in cash), which is proposed to be funded from the proceeds of the Placing, together with the proposed issue of the Consideration Shares to the Sellers is the most appropriate method of funding the Acquisition at the present time.

The shares which are the subject of the Acquisition will be fully paid and free from any pre-emption right, conversion right, option, mortgage, charge, pledge, lien, hypothecation, security interest, retention of title or other encumbrance of any kind and together with all the rights attaching to those shares. The SPA and any dispute or claim arising out of, or in connection with it (including non-contractual disputes or claims) are governed by and construed in accordance with laws of the State of Victoria, Australia. The courts of the State of Victoria, Australia are to have exclusive jurisdiction to settle any dispute or claim (including non-contractual disputes or claims) arising out of the SPA.

Completion of the Acquisition is dependent, *inter alia*, upon:

- the despatch by the Company of this Circular to shareholders and the passing of the Resolutions at the General Meeting;
- application having been made by or on behalf of the Company for Admission of the Placing Shares; and
- the Admission of the Placing Shares.

If these conditions are not satisfied by at least 8 business days prior to 30 June 2021, then either the Company or the Sellers may, in each case in their absolute discretion, terminate the SPA by notice in writing to the other.

The SPA contains certain customary warranties and tax indemnities given by the Sellers in relation to Attend Anywhere and its business, subject to agreed limitations. Pursuant to the SPA, the Company has also given certain warranties to the Sellers in relation to the Group and its business, subject to agreed limitations.

On completion of the Acquisition, Attend Anywhere will become a wholly owned subsidiary of the Company.

Chris Ryan has agreed to continue in the business to assist with the integration of Attend Anywhere and advise on product and marketing developments. Chris will also become an observer at meetings of the Board. Following completion of the Acquisition, Chris will hold 11,002,445 Ordinary Shares, representing 11.95 per cent. of the Enlarged Share Capital.

The Board strongly believes that the Acquisition and the Placing are in the best interests of the Company and its Shareholders as a whole. The Board believes that if the Resolutions are not passed at the General Meeting, and so the Acquisition and the Placing do not proceed, then, in light of the cash resources currently available to the Company, the Company will be required to seek further funding during the next 3 months. There is no certainty that such further funding will be available to the Company, nor as to the terms on which it might be available. The Board therefore emphasises its recommendation that Shareholders vote in favour of the Resolutions at the General Meeting, as all those Directors who hold Ordinary Shares intend to do.

6. Details of the Placing

N+1 Singer is acting as nominated adviser, broker and placing agent in connection with the Placing. Beech Hill is acting as US placing agent.

Under the terms of the Placing, N+1 Singer and Beech Hill have conditionally placed 35,714,285 Placing Shares at the Placing Price with existing and new investors, raising gross proceeds of £25 million.

Certain of the Directors have participated in the Placing, as shown below:

<u>Name</u>	<u>Placing Shares subscribed for</u>	<u>Existing Shareholding</u>	<u>Enlarged Shareholding</u>	<u>Percentage of Enlarged Share Capital</u>
Hugo Stephenson	357,143	1,739,130*	2,096,273*	2.28%*
Chris Spencer	7,143	8,696	15,839	0.017%

* Excludes the 7,152,600 Ordinary Shares which are held by Blue Muse Investments Pty Ltd, as trustee of The Blue Muse Trust (a trust which was established by Hugo Stephenson's mother and of which close relatives and friends of Hugo Stephenson are beneficiaries).

In addition, Olly Drake, Chief Financial Officer, and Alison Talbot, General Counsel and Company Secretary, have also participated in the Placing, as shown below:

<u>Name</u>	<u>Placing Shares subscribed for</u>	<u>Existing Shareholding</u>	<u>Enlarged Shareholding</u>	<u>Percentage of Enlarged Share Capital</u>
Olly Drake	14,300	102,526	116,826	0.13%
Alison Talbot	14,300	—	14,300	0.02%

On 20 May 2021, the Company, N+1 Singer and Beech Hill entered into the Placing Agreement pursuant to which N+1 Singer and Beech Hill agreed, subject to certain conditions, to use their respective reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. The Placing is not being underwritten.

The Placing Agreement contains provisions entitling N+1 Singer to terminate the Placing (and the arrangements associated with it), at any time prior to Admission in certain circumstances. If this right is exercised, the Placing will lapse, any monies received in respect of the Placing will be returned to the applicants without interest and Admission will not occur.

7. Lock in Agreements

Each of the Sellers have, pursuant to lock-in agreements, undertaken to the Company and N+1 Singer not to dispose of any interests in their respective Consideration Shares for 12 months following Admission and thereafter, for the subsequent 12 month period, any disposals of interests in their respective Consideration Shares are subject to an orderly dealing requirement.

The lock-in agreements contain customary exceptions on disposal of the Consideration Shares including, *inter alia*, a transfer pursuant to acceptance of a takeover offer and a transfer to a family member.

8. General Meeting

A notice of a General Meeting to be held at Red Lion Farm, 74 Main Road, Weston, Crewe CW2 5LD at 9.00 a.m. on 7 June 2021 is set out at Part 2 of this document. At the General Meeting three resolutions will be proposed as follows.

- Resolution 1

The first resolution is an ordinary resolution to grant a new authority and power to the Directors to permit them to allot the Consideration Shares in connection with the Acquisition and the Placing Shares pursuant to the Placing as described in this document.

- Resolution 2

The second resolution, which is also an ordinary resolution, is to grant a new authority and power to the Directors to permit them to: (a) allot shares in connection with a rights issue, up to a maximum of approximately two-thirds of the issued ordinary share capital of the Company as it is expected to be following the issue of the New Ordinary Shares and including within that two-thirds any shares referred to in (b) following; and (b) allot shares up to a maximum of approximately one-third of the issued ordinary share capital of the Company as it is expected to be following the issue of the New Ordinary Shares (this authority might be used, for example, to issue shares in connection with future acquisitions).

- Resolution 3

The third resolution, which is a special resolution, deals with the authority of the Directors to allot new shares or other equity securities pursuant to certain of the authorities given by the first and second resolutions, or to sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. The authority, if granted, will relate to the allotment of new Ordinary Shares or the sale of treasury shares in respect of: (a) the Placing (i.e. the issue of the Placing Shares); (b) rights issues and similar offerings, where difficulties arise in offering shares to certain overseas shareholders, and in relation to fractional entitlements and certain other technical matters; and (c) generally to allotments (other than in respect of pre-emptive offerings) up to an aggregate nominal amount of £46,025.36, being approximately 10% of the total issued ordinary share capital of the Company as it is expected to be following the issue of the Consideration Shares and the Placing Shares.

9. Further Information

Further copies of this document can be made available by contacting the Company Secretary up until and including the date of the General Meeting and can also be downloaded from the Company's website at <https://inductionhealthcare.com>. The attention of Shareholders is drawn to the remainder of this document.

10. Action to be taken

Your Board has considered how to deal with the impact of the ongoing COVID-19 pandemic on arrangements for the General Meeting. Following the UK Government's announcement on 22 February 2021, setting out its "roadmap out of lockdown", from 17 May 2021 legal restrictions on public gatherings under the Health Protection (Coronavirus Restrictions) (Steps) (England) Regulations 2021 ('the Coronavirus Restrictions') have been lifted to a certain extent. However, there will still be a limit on the number of individuals and households permitted to gather indoors and, due to the continued unpredictability caused by the COVID-19 pandemic and the uncertainty relating to the lifting of the Coronavirus Restrictions, we are strongly discouraging shareholders from attending the General Meeting in person. We will ensure that the minimum quorum is met and shareholders can be represented by the chair of the meeting, acting as their proxy. The deadline for submitting proxies is by 9.00 a.m. on 3 June 2021. The chair of the General Meeting will direct that voting on all resolutions set out in the notice of General Meeting of the Company at the end of this document will take place by way of a poll. In line with the Coronavirus Restrictions, shareholders are strongly discouraged from attending the General Meeting in person and, if they attempt to do so, may be refused entry to the General Meeting. No update on trading or other management statements will be given at the General Meeting, which will instead be an entirely functional meeting to consider the resolutions (and with voting thereon being taken by poll). In order to reduce the risk of infection, the General Meeting will end immediately following the business of the General Meeting. The Company is taking these measures to comply with the UK Government's rules in relation to the COVID-19 pandemic, to safeguard its shareholders' and employees' health and to make the General Meeting as safe as possible. Any updates to the position will be included on our website at <https://inductionhealthcare.com> and announced by Regulatory Information Service.

Shareholders will also find enclosed with this document a Form of Proxy for use at the General Meeting.

It is important that Shareholders complete and sign the enclosed Form of Proxy in accordance with the instructions printed thereon and return it to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, as soon as possible and in any event so as to arrive no later than 9.00 a.m. on 3 June 2021. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting at the meeting, should they wish to do so. However, for the reasons set out above, Shareholders are urged not to attend the General Meeting, and any who seek to attend may be refused entrance. Eligible Shareholders are encouraged to use the CREST Proxy Voting Service or lodge their vote electronically via www.sharevote.co.uk, details of which are contained in the notes to the notice of General Meeting.

11. Admission, settlement and dealings

The Placing and completion of the Acquisition are conditional on the passing of the Resolutions. The expected timetable for the Placing and the Acquisition are set out on page 9 of this Circular.

Applications will be made to the London Stock Exchange for the admission of the Placing Shares and the Consideration Shares to trading on AIM. It is expected that Admission in respect of the Placing Shares will become effective on or around 8.00 a.m. on 8 June 2021 and Admission in respect of the Consideration Shares will become effective on or around 8.00 a.m. on 10 June 2021.

The Placing Shares and the Consideration Shares, when issued respectively, will rank *pari passu* in all respects with the Existing Ordinary Shares. The total number of Ordinary Shares in issue following the issue of the New Ordinary Shares is expected to be 92,050,727.

12. Recommendation and irrevocable undertakings to vote in favour of the Resolutions

The Directors consider the Acquisition and Admission to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as all those Directors who hold Ordinary Shares (being myself, Hugo Stephenson, James Balmain, Andy Williams and Jane Silber), together with Blue Muse Investments Pty Ltd as trustee of The Blue Muse Trust (a trust which was established by

Hugo Stephenson's mother and of which close relatives and friends of Hugo Stephenson are beneficiaries), Oliver Drake (Chief Financial Officer of the Group) and Ibraheem Mahmood (Chief Business Officer of the Group), have irrevocably undertaken to do in respect of their own beneficial holdings of 13,999,534 Ordinary Shares representing approximately 33 per cent. of the issued share capital of the Company as at the date of this letter.

The Board believes that if the Resolutions are not passed at the General Meeting, and so the Acquisition and the Placing do not proceed, then, in light of the cash resources currently available to the Company, the Company will be required to seek further funding during the next 3 months. There is no certainty that such further funding will be available to the Company, nor as to the terms on which it might be available. The Board therefore emphasises its recommendation that Shareholders vote in favour of the Resolutions at the General Meeting, as all those Directors who hold Ordinary Shares intend to do.

Yours faithfully

Chris Spencer
Non-Executive Chairman

PART 2
NOTICE OF GENERAL MEETING
INDUCTION HEALTHCARE GROUP PLC

(Registered in England and Wales with registered number 11852026)

Your Board has considered how to deal with the impact of the ongoing COVID-19 pandemic on arrangements for the General Meeting. Following the UK Government's announcement on 22 February 2021, setting out its "roadmap out of lockdown", from 17 May 2021 legal restrictions on public gatherings under the Health Protection (Coronavirus Restrictions) (Steps) (England) Regulations 2021 ('the Coronavirus Restrictions') have been lifted to a certain extent. However, there will still be a limit on the number of individuals and households permitted to gather indoors and, due to the continued unpredictability caused by the COVID-19 pandemic and the uncertainty relating to the lifting of the Coronavirus Restrictions, we are strongly discouraging shareholders from attending the General Meeting in person. We will ensure that the minimum quorum is met and shareholders can be represented by the chair of the meeting, acting as their proxy. The deadline for submitting proxies is by 9.00 a.m. on 3 June 2021. The chair of the General Meeting will direct that voting on all resolutions set out in this notice of General Meeting will take place by way of a poll. In line with the Coronavirus Restrictions, shareholders are strongly discouraged from attending the General Meeting in person and, if they attempt to do so, may be refused entry to the General Meeting. No update on trading or other management statements will be given at the General Meeting, which will instead be an entirely functional meeting to consider the resolutions (and with voting thereon being taken by poll). In order to reduce the risk of infection, the General Meeting will end immediately following the business of the General Meeting. The Company is taking these measures to comply with the UK Government's rules in relation to the COVID-19 pandemic, to safeguard its shareholders' and employees' health and to make the General Meeting as safe as possible. Any updates to the position will be included on our website at <https://inductionhealthcare.com> and announced by Regulatory Information Service.

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at Red Lion Farm, 74 Main Road, Weston, Crewe CW2 5LD at 9.00 a.m. on 7 June 2021 for the purposes of considering and, if thought fit, passing the following resolutions of which resolutions 1 and 2 will be proposed as ordinary resolutions and resolution 3 will be proposed as a special resolution.

ORDINARY RESOLUTIONS

1. **THAT** the directors of the Company be and are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company up to:
 - 1.1 an aggregate nominal amount of £71,428.57 in connection with the proposed acquisition by the Company of (i) 683 ordinary shares in the capital of Attend Anywhere Pty Ltd (Australian Company Number 081 211 707) from Christopher James Ryan and Mark Joseph Rodrigues; and (ii) the whole issued share capital of A.C.N. 167 231 307 Pty Ltd (Australian Company Number 167 231 307) from John William Wilson as detailed in a circular to shareholders of the Company dated 21 May 2021; and
 - 1.2 an aggregate nominal amount of £178,571.43 in connection with the proposed placing as detailed in that same circular to shareholders of the Company dated 21 May 2021, provided that such authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the earliest to occur of the conclusion of the next annual general meeting of the Company following the passing of this resolution and 31 December 2021, save that the Company may make an offer or agreement before the expiry of the authority which would or might require shares to be allotted after expiry of the authority and the directors of the Company may allot shares in pursuance of that offer or agreement as if the authority had not expired.

2. **THAT**, in substitution for any existing and unexercised authorities and subject to the passing of resolution 1 above (and without prejudice to the authority granted pursuant to resolution 1 above), the directors of the Company be and are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any securities into, shares in the Company (“**Rights**”) up to an aggregate nominal amount of £306,835.76 in respect of:
 - 2.1 the allotment of equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £306,835.76 (which is approximately equal to two-thirds of the issued ordinary share capital of the Company as it expected to be immediately following the allotment and issue of shares in the capital of the Company pursuant to the authority granted to directors of the Company pursuant to resolution 1 above, and including within such limit any shares issued or rights granted under paragraph 2.2 below of this resolution 2) in connection with an offer by way of rights issue:
 - 2.1.1 to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - 2.1.2 to the holders of other equity securities as required by the rights of those securities or as the directors of the Company otherwise consider necessary,and subject to such exclusions or other arrangements as the directors of the Company consider expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter; and
 - 2.2 the allotment of equity securities having a nominal value of up to £153,417.88 (which is approximately equal to one-third of the issued ordinary share capital of the Company as it expected to be immediately following the allotment and issue of shares in the capital of the Company pursuant to the authority granted to directors of the Company pursuant to resolution 1 above),

provided that the authority shall, unless previously renewed, varied or revoked by the Company in general meeting expire at the earliest to occur of the conclusion of the next annual general meeting of the Company following the passing of this resolution and 31 December 2021, save that the Company may make an offer or agreement before the expiry of the authority which would or might require shares to be allotted or Rights to be granted after expiry of the authority and the directors of the Company may allot shares and grant Rights in pursuance of that offer or agreement as if the authority had not expired.

SPECIAL RESOLUTION

3. **THAT**, in substitution for any existing and unexercised authorities and subject to the passing of resolutions 1 and 2 above, the directors of the Company be and are hereby given power pursuant to section 570(1) of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to resolutions 1 and 2 above as if section 561 of the Companies Act 2006 did not apply to any such allotment, such power to be limited to:
 - 3.1 the allotment of equity securities up to a total nominal value of £178,571.43 in connection with the placing as detailed in the circular to shareholders of the Company dated 21 May 2021;

3.2 the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph 2.1 of resolution 2 above, by way of a rights issue only) to:

3.2.1 the ordinary shareholders made in proportion (as nearly as may be practicable) to their existing respective holdings; and

3.2.2 to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

3.3 the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraphs 3.1 and 3.2 above of this resolution 3 above) up to, an aggregate nominal value of £46,025,36,

provided that such authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the earliest to occur of the conclusion of the next annual general meeting of the Company following the passing of this resolution and 31 December 2021, save that the Company may make an offer or agreement before the expiry of the authority which would or might require shares to be allotted or Rights to be granted after expiry of the authority and the directors of the Company may allot shares and grant Rights in pursuance of that offer or agreement as if the authority had not expired.

By order of the Board

Alison Talbot
Company Secretary

21 May 2021

Registered Office:
20 St. Dunstan's Hill, London, England, EC3R 8HL

Notes:

1. A Shareholder is entitled to appoint another person as his proxy to exercise all of his rights to attend and to speak and vote at the General Meeting. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. **However, in light of the COVID-19 restrictions, all shareholders are strongly encouraged and requested to only appoint the Chairman as their proxy or representative as any other persons so appointed may be refused entry to the meeting.**
2. A form of proxy is enclosed. The appointment of a proxy (whether by completing the enclosed form of proxy, or by completing a CREST Proxy Instruction as set out below) will not prevent a Shareholder from subsequently attending and voting at the meeting in person. **However, in light of the COVID-19 restrictions, all shareholders are strongly encouraged and requested to only appoint the Chairman as their proxy or representative as any other persons so appointed may be refused entry to the meeting.**
3. To be effective, the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must either be:
 - 3.1 sent to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, so as to arrive no later than 48 hours (excluding days that are not working days) before the time for holding the meeting or any adjournment of it or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used; or
 - 3.2 lodged using the CREST Proxy Voting Service – see note 6 below; or
 - 3.3 lodged using Electronic Proxy Appointment ('EPA') – see note 9 below.
4. Holders of Ordinary Shares are entitled to attend and vote at general meetings of the Company. The total number of issued Ordinary Shares in the Company on 20 May 2021, which is the latest practicable date before the publication of this document, was 42,050,728 Ordinary Shares. On a vote by show of hands every Shareholder who is present has one vote and every proxy present who has been duly appointed by a Shareholder entitled to vote has one vote. On a poll vote every shareholder who is present in person or by proxy has one vote for every Ordinary Share of which he is the holder.
5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that entitlement to attend and vote at the General Meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at the close of business on 3 June 2021 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual subject to the provisions of the Company's articles of association. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider(s)) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment or instruction made by of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy, the revocation of a proxy appointment or an amendment to the instruction given to a previously appointed proxy) must in order to be valid, be transmitted so as to be received by Equiniti Limited (ID CREST RA19) by the latest time(s) for receipt of proxy appointments specified in note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti Limited is able to retrieve the message

by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him/her by other means.

8. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. Alternatively, Electronic Proxy Appointment ('EPA') is available for this meeting. To use this facility, you must visit www.sharevote.co.uk where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference shown on the face of the proxy card will be required to complete the procedure. EPA will not be valid if received after 9.00 a.m. on 3 June 2021 and will not be accepted if found to contain a computer virus.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstance set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
12. A copy of the articles of association will be made available by contacting the Company Secretary and may be downloaded from the Company's website at <https://inductionhealthcare.com>.

