

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the Offer or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

**This Form of Acceptance should be read in conjunction with the accompanying Offer Document dated 11/06/2020.** Unless the context otherwise requires, the definitions contained in the Offer Document also apply in this Form of Acceptance.

If you have sold or otherwise transferred all of your Georgia Healthcare Group PLC (**GHG**) Shares, please send this Form of Acceptance, the accompanying reply-paid envelope and Offer Document as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. **However, these documents must not be forwarded or transmitted in or into or from a Restricted Jurisdiction (which shall include but not be limited to the United States).** If you have sold or otherwise transferred only part of your holding of GHG Shares, you should retain these documents.

The Offer is not being made, directly or indirectly, in, into or from, or by use of the mails of, or by any means of instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of, any jurisdiction where to do so would violate the laws of that jurisdiction and will not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction (unless otherwise determined by Georgia Capital PLC (**GCAP**)) and the Offer cannot be accepted by any such use, means or instrumentality or otherwise from any Restricted Jurisdiction.

Further information for Overseas Shareholders is set out in the Important Notices section of the Offer Document. Any person (including nominees, trustees or custodians) who would, or otherwise intends to, forward this document and/or any related document to any jurisdiction outside the United Kingdom should read those paragraphs before taking any action.

Numis Securities Limited (**Numis**), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for GCAP as financial adviser and no one else in connection with the Offer and other matters described in this document and will not be responsible to anyone other than GCAP for providing the protections afforded to clients of Numis or for providing advice in relation to the Offer, the contents of this document or any other matters referred to in this document.

Investec Bank plc (**Investec**), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for GHG and no one else in connection with the Offer and other matters described in this document, and will not be responsible to anyone other than GHG for providing the protections afforded to clients of Investec or for providing advice in relation to the Offer, the contents of this document or any other matters referred to in this document.

---

## **FORM OF ACCEPTANCE AND AUTHORITY**

### **Recommended Final Share Exchange Offer**

by

## **Georgia Capital PLC**

for

## **Georgia Healthcare Group PLC**

**Acceptances of the Offer must be received by 1.00p.m. (London time)**  
**on 2 JULY 2020**

---

#### **ACTION TO BE TAKEN**

To accept the Offer, complete this Form of Acceptance on page 3 by following the instructions and notes for guidance set out on pages 2 and 4. In particular, please sign Box 3 on page 3 of this Form of Acceptance in the presence of a witness who must also sign in the box and state his or her name and address.

- return this Form of Acceptance, duly completed, signed and accompanied by your share certificate(s) and/or other document(s) of title, by post to Computershare, Corporate Actions Projects, Bristol, BS99 6AH so as to arrive by no later than 1.00 p.m. (London time) on 2 JULY 2020. A reply-paid envelope is enclosed for documents lodged by post from within the United Kingdom.
- If your share certificate(s) and/or other document(s) of title is/are with your bank, stockbroker or other agent, you should complete and sign this Form of Acceptance and arrange for it to be lodged by such agent, together with the relevant share certificate(s) and/or other document(s) of title, unless your share certificate(s) and/or other document(s) of title is/are not readily available, in which case please refer to note 5 on page 4 of this Form of Acceptance. If your share certificate(s) and/or other document(s) of title is/are lost, please refer to note 6 on page 4 of this Form of Acceptance.
- You can obtain further Forms of Acceptance by contacting Computershare Investor Services PLC between 8.30 a.m. and 5.30 p.m. on any London business day on telephone number 0330 303 1186 or, if telephoning from outside the UK, on telephone number +44 (0)330 303 1186. Due to the ongoing COVID-19 pandemic, these forms are available by email only and not in hard copy.
- Please read 15 and 16 of Part II of the Offer Document, the terms of which are incorporated into and form part of this Form of Acceptance.
- If you hold GHG Shares jointly with others, you must arrange for all your co-holders to sign this Form of Acceptance.
- A Form of Acceptance that is received in an envelope postmarked in a Restricted Jurisdiction, or which otherwise appears to GCAP or its agents to have been sent from a Restricted Jurisdiction, may be treated as invalid.

**If you are in any doubt as to how to complete this Form of Acceptance, please contact Computershare Investor Services PLC on either of the telephone numbers listed above. For legal reasons, Computershare Investor Services PLC will not be able to provide advice on the merits of the Offer or provide financial advice.**

**DO NOT DETACH ANY PART OF THIS FORM OF ACCEPTANCE**

## HOW TO COMPLETE THE FORM OF ACCEPTANCE ON PAGE 3

The provisions of Part C of Part III to the Offer Document are deemed to be incorporated in and form part of this Form of Acceptance.

1

If your address details in Box 1 have changed or are incomplete please tick the box and show the updated information, in BLOCK CAPITALS using BLACK INK.

If you have any queries regarding the completion of this form, please contact Computershare Investor Services PLC on 0330 303 1186 (or +44 (0)330 303 1186 if calling from outside of the U.K.) between 8.30 a.m. and 5.30 p.m. on any London business day

2

### THE OFFER

To accept the Offer, insert in Box 2 the total number of GHG Shares in respect of which you wish to accept the Offer. You must also sign Box 3 in accordance with the instructions set out below, which will constitute your acceptance of the Offer.

*If no number or a number greater than your registered holding of GHG Shares is written in Box 2 and you have signed Box 3, you will be deemed to have accepted the Offer in respect of your entire registered holding of GHG Shares.*

**PLEASE REMEMBER TO SEND US YOUR VALID GHG SHARE CERTIFICATE(S)**

3

### SIGNATURES

To accept the Offer you must sign Box 3 and, in case of a joint holding, arrange for ALL joint holders to do likewise. All registered holders, including joint holders, who are individuals must sign Box 3 in the presence of a witness who must also sign Box 3 where indicated. If these instructions are not followed, this Form of Acceptance will be invalid. The witness must be over 18 years of age and should not be another joint holder signing the Form of Acceptance. The same witness may witness the signature of each joint holder. The witness should also print his/her name where indicated.

A company must execute this Form of Acceptance under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 44 of the Companies Act 2006 applies may execute this Form of Acceptance by: (i) a director and the company secretary; or (ii) by two directors of the company; or (iii) by a director of the company in the presence of a witness who attests the signature, in each case signing the Form of Acceptance and inserting the name of the company above their signatures. Each such person signing this Form of Acceptance for a company should state the office which he/she holds. A body corporate incorporated outside Great Britain may execute this Form of Acceptance in accordance with the laws of the territory in which it is incorporated provided that execution is expressed to be by the Company.

If the Form of Acceptance is not signed by the registered holder(s), insert the name(s) and capacity (e.g. attorney or executor(s)) of the person(s) signing the Form of Acceptance in the presence of a witness who must also sign Box 3 where indicated. You should also deliver evidence of your authority in accordance with the notes on page 4.

This Form of Acceptance shall, when executed, take effect as a deed.

4

### US AND OTHER OVERSEAS PERSONS

If you are unable to give the warranties and representations required by Part C of Appendix I to the Offer Document, you must put "NO" in box 4. If you do not put "NO" in Box 4 you will be deemed to have given such warranties and representations.

5

### ALTERNATIVE ADDRESS

Complete Box 5 if you wish the consideration and/or other documents to be sent to someone other than the sole or first-named registered holder at the address set out in Box 1 (e.g. your bank manager or stock broker).

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. GHG, GCAP and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

**PLEASE COMPLETE AS EXPLAINED ON PAGE 2 AND 4 (To be completed in BLOCK CAPITALS)**  
The provisions of Part C of Appendix I to the Offer Document are deemed to be incorporated in and form part of this Form of Acceptance.

**1**

Please tick this box if your address details in Box 1 have changed or are incomplete and update below in BLOCK capitals:


Post Code:

**For information purposes only:**  
Number of GHG Shares held by you as at the close of business on 09/06/2020.

:

<b>For Receiving Agents Use Only</b>
SRN
Holding
Cover
Query

Please enter here a daytime telephone number (including STD Code) where you can be contacted in the event of any query arising from completion of this Form of Acceptance.

**2**

**TO ACCEPT THE OFFER**  
Complete Boxes 2, 3 and, if appropriate Boxes 4 and / or 5

Number of GHG Shares for which you are accepting the Offer.

**3**

**ALL SHAREHOLDERS ARE TO SIGN HERE TO ACCEPT THE OFFER. NB ALL SHAREHOLDER SIGNATURE(S) MUST BE WITNESSED.**  
Execution by Individuals: Signed and delivered as a deed by:

	Signature(s) of Shareholder(s)	Name of Witness	Signature of Witness
1	<input type="text"/>	<input type="text"/>	<input type="text"/>
2	<input type="text"/>	<input type="text"/>	<input type="text"/>
3	<input type="text"/>	<input type="text"/>	<input type="text"/>
4	<input type="text"/>	<input type="text"/>	<input type="text"/>

**NOTE:** The witness must be a person who is over 18 years of age who is not another joint holder and the same witness may witness on behalf of all or any registered holders

Execution by a Company: The common seal was affixed/executed as a deed on behalf of the Company named above in the presence of:

	Signature <input type="text"/>	Name of Director <input type="text"/>
	Signature <input type="text"/>	Name of *Director/Secretary/ Witness <input type="text"/>

\*Delete as appropriate

**4**

**RESTRICTED OVERSEAS PERSONS ONLY**

Only complete this box by inserting "NO" if you are a Restricted Overseas person and UNABLE to give the representation and warranties required by paragraph (c) of Appendix 1 of the Offer document.

**5**

**ALTERNATIVE ADDRESS FOR DESPATCH OF CONSIDERATION**

Address outside Restricted Jurisdiction (including the US) to which consideration is to be sent, if not as specified above.

Name .....

Address .....

..... Postcode .....

**PLEASE REMEMBER TO SEND US YOUR VALID GHG SHARE CERTIFICATE(S).**

If you have lost your certificate(s) and have already applied for a Letter of Indemnity, place a cross  in this box

## ADDITIONAL NOTES REGARDING THE COMPLETION OF THIS FORM OF ACCEPTANCE

In order to be effective, this Form of Acceptance must, except as mentioned below, be signed by the registered holder or, in the case of a joint holding, by ALL the joint holders or under a power of attorney. A body corporate incorporated in England and Wales may execute this Form of Acceptance under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 44 of the Companies Act 2006 applies may execute this Form of Acceptance by (i) a director and the company secretary; or (ii) by two directors; or (iii) by a director in the presence of a witness who attests the signature, in each case signing this Form of Acceptance and inserting the name of the company above their signatures. Each such person signing this Form of Acceptance should state the office which he/she holds in the relevant company.

In order to avoid inconvenience and delay, the following points may assist you:

- 1. If a holder is away from home (e.g. abroad or on holiday):**  
Send this Form of Acceptance by the quickest means (e.g. airmail) to the holder (but not in or into a Restricted Jurisdiction) for execution or, if he has executed a power of attorney, have this Form of Acceptance signed by the attorney in the presence of a witness who must also sign this Form of Acceptance. In the latter case, the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor) must be lodged with this Form of Acceptance. **No other signatures are acceptable.**
- 2. If you have sold or transferred all, or wish to sell or transfer part, of your holding of GHG Shares:**  
If you have sold or transferred all of your GHG Shares, you should send the Offer Document but not this Form of Acceptance at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee (but not in or into a Restricted Jurisdiction, including the United States). If your GHG Shares are in certificated form, and you wish to sell or transfer part of your holding of GHG Shares and to accept the Offer in respect of the balance but are unable to obtain the balance share certificate by 2 JULY 2020, you should ensure that the stockbroker, bank or other agent through whom you make the sale or transfer obtains the appropriate endorsement or indication, signed on behalf of GHG's registrars, in respect of the balance of your holding of GHG Shares.
- 3. If the sole holder has died:**  
A grant of probate or letters of administration must be obtained in respect of the relevant GHG Shares. If the grant of probate or letters of administration has/have been registered with GHG's registrars, this Form of Acceptance must be signed by the personal representative(s) of the deceased holder each in the presence of an independent witness who must also sign this Form of Acceptance. This Form of Acceptance should then be lodged with Computershare Investor Services PLC at the address given on the cover page of this Form of Acceptance, together with the relevant share certificate(s) and/or other document(s) of title. If the grant of probate or letters of administration has/have not been registered with GHG's registrars, the personal representative(s) or the prospective personal representative(s) should sign this Form of Acceptance and forward it to Computershare Investor Services PLC at the address given on the cover page of this Form of Acceptance, together with the relevant share certificate(s) and/or other document(s) of title. However, once obtained, the grant of probate or letters of administration must be lodged before the consideration due under the Offer can be forwarded to the personal representative(s).
- 4. If one of the joint holders has died:**  
This Form of Acceptance is valid if signed by the surviving holder(s) (each in the presence of an independent witness) and, if the GHG Shares are held in certificated form, lodged with the share certificate(s) and/or other document(s) of title and, in all cases, death certificate(s), and an office copy grant of probate or letters of administration of the deceased holder. These documents will be returned as directed.
- 5. If your GHG Shares are in certificated form and the certificate(s) are held by your stockbroker, bank or other agent:**
  - (a) If your share certificate(s) and/or other document(s) of title is/are with your stockbroker, bank or other agent, you should complete this Form of Acceptance and, if the certificate(s) is/are readily available, arrange for this Form of Acceptance to be lodged by such agent with Computershare Investor Services PLC at the address given on the cover page of this Form of Acceptance, accompanied by the share certificate(s) and/or other document(s) of title so as to arrive by no later than 1.00p.m. on 2 JULY 2020.
  - (b) If the certificate(s) is/are not readily available, lodge this Form of Acceptance with Computershare Investor Services PLC at the address given on the cover page of this Form of Acceptance, duly completed together with a note saying e.g. "certificate(s) to follow", and arrange for the certificate(s) to be forwarded as soon as possible thereafter but in any event, so as to arrive by no later than 1.00p.m. on 2 JULY 2020. (It will be helpful for your agent, unless he is in the United States, Australia, Canada or Japan, to be informed of the full terms of the Offer.)
- 6. If your GHG Shares are in certificated form and you have lost any of your share certificate(s) and/or other document(s) of title:**  
Complete and execute this Form of Acceptance and lodge it, together with a letter of explanation and any share certificate(s) and/or other document(s) of title which are available, with Computershare Investor Services PLC at the address given on the cover page of this Form of Acceptance. At the same time you should write to GHG's Registrar Computershare, Corporate Actions Projects, Bristol, BS99 6AH, United Kingdom, requesting a letter of indemnity for the lost share certificate(s) and/or other document(s) of title. When completed in accordance with the instructions given, you should return the letter of indemnity to Computershare Investor Services PLC at the address given on the cover page of this Form of Acceptance so as to arrive by no later than 1.00p.m. on 2 JULY 2020.
- 7. If the Form of Acceptance is signed under a power of attorney:**  
The completed Form of Acceptance, together with any share certificate(s) and/or other document(s) of title, should be lodged with Computershare Investor Services PLC at either of the addresses set out on the cover page of this Form of Acceptance, accompanied by the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor). The power of attorney will be duly noted by Computershare Investor Services PLC and returned as directed.
- 8. If your full name or other particulars differ from those appearing on your share certificate:**
  - (a) Incorrect name e.g.:  
Name on the certificate(s) ..... John Smyth  
Correct name:..... Jon Smyth  
  
complete this Form of Acceptance with the correct name and lodge it, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate and the person who has signed this Form of Acceptance are one and the same.
  - (b) Incorrect address: insert the correct address in Box 3 of this Form of Acceptance.
  - (c) Change of name: lodge your marriage certificate or the deed poll with this Form of Acceptance for noting. These documents will be returned as directed.
- 9. If you are outside the United Kingdom:**  
The attention of Overseas Shareholders is drawn to the Important Notices section of the Offer Document. Without prejudice to the Offer Document, GCAP and/or its agents reserve the right (subject to the City Code) to treat as valid any acceptance of the Offer which is not entirely in order or which is not accompanied by the relevant transfer to escrow or (as appropriate) the relevant share certificate(s) and/or other document(s) of title.
- 10. Payment of Consideration:**  
The GHG Shares payable under the Offer cannot be sent to you until all relevant documents have been properly completed and sent by post to Computershare Investor Services PLC at the address set out on the cover page of this Form of Acceptance.