

CARE CAPITAL GROUP PLC

Company No: 5564418

MINUTES of an Annual General Meeting of CareCapital Group Plc (the "Company") held at the Company's office at 6th Floor, 54 Baker Street, London W1U 7BU on 27th July 2010 at 10.30 pm.

Present: Michael Sinclair (Chairman)
Paul Stacey (Chief Executive)
Keith Gibbs (Director)

In Attendance: Ina Ottmann (Secretary)
Clive Hyman (Finance Director)
Steve Wilden
Oliver Rigby (Daniel Stewart)
Robert Goldsmith

Apologies: Lord Evans of Watford (Director)

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1. The Chairman informed the meeting that he had been appointed by the Directors to be Chairman of the meeting and declared that there was a quorum present.
 2. The Chairman reported that proxies had been received from 27 shareholders or their nominees.
 3. The Chairman proposed the first resolution set out in the notice, namely to receive and adopt the Directors' report of the Company and the audited accounts for the Company for the year ended 31st December 2009 and on a show of hands declared that such resolution had been passed as an ordinary resolution.

Total number of proxies: 38,754,112
In favour: 38,754,112 (100%)
Against: 0
Withheld: 0

4. The Chairman proposed the second resolution set out in the notice, namely to reappoint Michael Sinclair as a Director of the Company, who retires in accordance with the Company's Articles of Association and on a show of hands declared that such resolution had been passed as an ordinary resolution.

Total number of proxies: 38,754,112
In favour: 38,746,393 (99.98%)
Against: 7,719 (0.02%)
Withheld: 0

5. The Chairman proposed the third resolution set out in the notice, namely to reappoint Keith Gibbs as a Director of the Company, who retires in accordance with the Company's Articles of Association and on a show of hands declared that such resolution had been passed as an ordinary resolution.

Total number of proxies: 38,739,127
In favour: 38,731,408 (99.98%)
Against: 7,719 (0.02%)
Withheld: 0

6. The Chairman proposed the fourth resolution set out in the notice, namely to reappoint Lord Evans of Watford as a Director of the Company, who retires in accordance with the Company's Articles of Association and on a show of hands declared that such resolution had been passed as an ordinary resolution.

Total number of proxies: 38,754,112
In favour: 38,745,293 (99.98%)
Against: 8,819 (0.02%)
Withheld: 0

7. The chairman proposed the fifth resolution set out in the notice, namely to appoint Clive Hyman as a Director of the Company, his having been appointed to fill a casual vacancy in accordance with the Company's Articles of Association and on a show of hands declared that such resolution had been passed as an ordinary resolution.

Total number of proxies: 38,744,112
In favour: 38,736,403 (99.98%)

Against: 7,719 (0.02%)
Withheld: 0

8. The Chairman proposed the sixth resolution set out in the notice, namely to reappoint PKF (UK) LLP, as auditors of the Company and to authorize the Directors to fix their remuneration and on a show of hands declared that such resolution had been passed as an ordinary resolution.

Total number of proxies: 38,604,112
In favour: 38,604,112 (100%)
Against: 0
Withheld: 150

9. The Chairman proposed the seventh resolution set out in the notice, namely the authority to Allot Relevant Securities, that the Directors be generally and unconditionally authorised to allot relevant Securities (as defined in section 551, Companies Act 2006):

- (i) Compromising equity securities (as defined by section 560 Companies Act 2006) up to an aggregate nominal amount of £383,720 (such amount to be reduced by the nominal amount of relevant securities allotted under sub-paragraph (ii) below) in connection with an offer by way of a right issue:

(A) To holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

(B) To holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Board 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

- (ii) In any other case, up to an aggregate nominal amount of £383,720

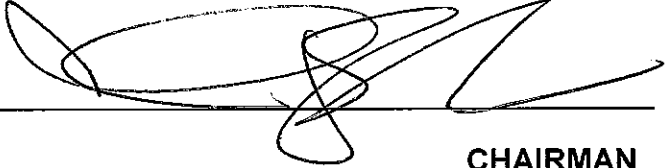
provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months after the date of this resolution or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or arrangements which would or might require relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or arrangements notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

On a show of hands, the Chairman declared that such resolution had been passed as an ordinary resolution.

Total number of proxies: 38,751,393
In favour: 38,731,793 (99.94%)
Against: 19,600 (0.05%)
Withheld: 2,719

8. There being no further business, the Chairman declared the meeting closed.



CHAIRMAN