



**PROXY FORM**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS OF**  
**EUROPEAN HEALTHCARE ACQUISITION & GROWTH COMPANY B.V.**

For the annual general meeting of European Healthcare Acquisition & Growth Company B.V. ("**Company**"), to be held on June 27, 2023 at 10:00 CEST ("**AGM**"), at the offices of Houthoff Coöperatief U.A., Gustav Mahlerplein 50, Amsterdam, the Netherlands.

Name shareholder: \_\_\_\_\_ ("**Shareholder**")  
 Address: \_\_\_\_\_  
 Postal code and city: \_\_\_\_\_  
 Country: \_\_\_\_\_  
 Number and class of shares: \_\_\_\_\_ ("**Shares**")

*If the shareholder is an entity or partnership, represented by:*

Name: \_\_\_\_\_  
 Title: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Postal code and city: \_\_\_\_\_  
 Country: \_\_\_\_\_

The Shareholder hereby grants a power of attorney to each of S.C. Weirich and P.U. Böhler, both representatives of the Company (each, a "**Proxy Holder**"), with full power of substitution, to, individually, on behalf of the Shareholder, cast votes on the Shares in accordance with the following voting instructions:

No.	Agenda	For	Against	Abstain
1.	Opening	N/A	N/A	N/A
2.	Language of financial reporting for an indefinite period of time ( <i>voting item</i> )			
3.	Annual report for the financial year 2022 (" <b>Annual Report 2022</b> ")			
3.a	Annual Report 2022 ( <i>discussion item</i> )	N/A	N/A	N/A
3.b	Remuneration report ( <i>advisory vote</i> )			
4.	Dividend policy ( <i>discussion item</i> )	N/A	N/A	N/A

5.	Adoption of the financial statements for the financial year 2022 ( <i>voting item</i> )			
6.	Discharge ( <i>decharge</i> )			
6.a	Discharge of the executive directors of the Company for their responsibilities in the financial year 2022 ( <i>voting item</i> )			
6.b	Discharge of the non-executive directors of the Company for their responsibilities in the financial year 2022 ( <i>voting item</i> )			
7.	Reappointment of Deloitte Accountants B.V. as independent external auditor entrusted with the audit of the financial statements for the financial year 2023, subject to acceptance procedures to be performed by Deloitte Accountants B.V. ( <i>voting item</i> )			
8.	The proposed Business Combination			
8.a	Presentation on the proposed Business Combination ( <i>discussion item</i> )	N/A	N/A	N/A
8.b	Entering into and approval of the Business Combination in accordance with article 18 of the current articles of association of the Company, including the transactions contemplated by the Business Combination Agreement ( <i>voting item</i> )			
9.	Conditional restructuring of the Company following the Business Combination			
9.a	Conversion of the Company from a private company with limited liability ( <i>besloten vennootschap met beperkte aansprakelijkheid – B.V.</i> ) into a public company with limited liability ( <i>naamloze vennootschap – N.V.</i> ) ( <i>voting item</i> )			
9.b	Amendment of the articles of association of the Company in accordance with the draft deed of conversion and amendment of the articles of association as drawn up by Houthoff Coöperatief U.A. (" <b>Deed of Conversion and Amendment of the Articles</b> ") ( <i>voting item</i> )			

9.c	Authorization of each member of the EHC Board, as well as each employee, (candidate or assigned) civil-law notary and each lawyer of the law firm Houthoff Coöperatief U.A., each of them individually, to sign the Deed of Conversion and Amendment of the Articles and all documents ancillary thereto, and to further carry out any act in connection therewith as deemed necessary by anyone authorized by this power of attorney ( <i>voting item</i> )			
10.	Conditional appointment of Managing Directors			
10.a	Appointment of Andreas Prinz as Managing Director ( <i>voting item</i> )			
10.b	Appointment of Peter Haidenek as Managing Director ( <i>voting item</i> )			
11.	Conditional appointment of Supervisory Directors			
11.a	Appointment of Dr. Katharina Kiss as Supervisory Director, as designated for binding nomination by PMJ GmbH (" <b>PMJ</b> ") ( <i>voting item</i> )			
11.b	Appointment of Martin Prinz as Supervisory Director, as designated for binding nomination by PMJ ( <i>voting item</i> )			
11.c	Appointment of Stefan Schmuckenschlager as Supervisory Director, as designated for binding nomination by OLIN Holding GmbH (" <b>OLIN</b> ") ( <i>voting item</i> )			
11.d	Appointment of Dr. Stefan Oschmann as Supervisory Director, as designated for binding nomination by the Sponsors ( <i>voting item</i> )			
11.e	Appointment of Dr. Cornelius Baur as Supervisory Director, as designated for binding nomination by the Sponsors ( <i>voting item</i> )			
11.f	Appointment of Donatella Ceccarelli as Supervisory Director, as designated for binding nomination by OLIN ( <i>voting item</i> )			
12.	Conditional full and final discharge			
12.a	Full and final discharge of the executive directors of the Company for their responsibilities ( <i>voting item</i> )			
12.b	Full and final discharge of the non-executive directors of the Company for their responsibilities ( <i>voting item</i> )			
13.	Conditional adoption of the combined remuneration policy of the Company for the Management Board			

	and the Supervisory Board ( <i>voting item</i> )			
14.	Conditional approval of awards to the Management Board ( <i>voting item</i> )			
15.	Authorization of the Management Board to repurchase ( <i>inkopen</i> ) Class A Ordinary Shares ( <i>voting item</i> )			
16.	Conditional cancellation ( <i>intrekking</i> ) of Treasury Shares ( <i>voting item</i> )			
17.	Conditional partial amendment of the articles of association			
17.a	Partial amendment of the articles of association of the Company in accordance with the draft deed of amendment of the articles of association as drawn up by Houthoff Coöperatief U.A. (the " <b>Deed of Further Amendment of the Articles</b> ") ( <i>voting item</i> )			
17.b	Authorization of each member of the EHC Board, as well as each employee, (candidate or assigned) civil-law notary and each lawyer of the law firm Houthoff Coöperatief U.A., each of them individually, to sign the Deed of Further Amendment of the Articles and all documents ancillary thereto, and to further carry out any act in connection therewith as deemed necessary by anyone authorized by this power of attorney ( <i>voting item</i> )			
18.	Conditional cancellation ( <i>intrekking</i> ) of Class B Ordinary Shares ( <i>voting item</i> )			
19.	Closing	N/A	N/A	N/A

The Proxy Holder is not liable for any loss or damage suffered by the Shareholder as a result of any act or omission of the Proxy Holder in connection with this proxy, with the exception of loss or damage caused by the intentional or deliberately reckless conduct of the Proxy Holder. The Shareholder shall indemnify each Proxy Holder against any liability to a third party in connection with this proxy or any acts carried out by the Proxy Holder in connection with it, with the exception of liability that results from the Proxy Holder's intent or deliberate recklessness.

By signing this proxy, the Shareholder represents and warrants that the Shareholder holds full and encumbered title to the Shares.

If it is unclear whether the Shareholder grants a proxy for, against or as abstention regarding an agenda item, it is considered that the proxy is granted in favor of the respective agenda item(s).

This proxy shall be governed exclusively by the laws of the Netherlands.

This proxy must be sent to ABN AMRO Bank N.V. via e-mail at [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com) and must be in the possession of ABN AMRO Bank N.V. no later than June 20, 2023 at 17:30 CEST.

This proxy is only valid if signed and accompanied by a certificate of the Shareholder's custodian showing the number of shares recorded in the Shareholder's account on the record date.

*- signature page proxy form annual general meeting of shareholders of  
European Healthcare Acquisition & Growth Company B.V. -*

**Name of Shareholder**

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Signature

Name of signatory:

Date: