

INSTRUCTIONS FOR ACCEDING TO VOTING SUPPORT AGREEMENT

1. INTRODUCTION

The voting support agreement (the "VSA") has been uploaded to NMC's website together with other materials providing details of the Restructuring of the NMC group companies. The VSA is available for you to download and review here: <https://nmc.ae/investorrelations/stakeholderinformation>.

Unless otherwise defined, capitalised terms in these instructions have the same meanings given to those terms in the VSA.

The Administrators and the DOCA Companies have already signed the VSA. In order for the unsecured creditors of the DOCA Companies (the "**Unsecured Creditors**") and the administration funding facilities financiers (the "**AFF Financiers**") to become party to the VSA they will need to accede to the agreement by executing an accession letter (an "**Accession Letter**"). Additionally the AFF Financiers will need to make an election in respect to the settlement of their rolled up facility commitments (a "**Rolled Up Facilities Election**").

2. INSTRUCTIONS

- Unsecured Creditors should refer to **Section 1** for instructions on completing the Accession Letter.
- AFF Financiers (including Unsecured Creditors who are also AFF Financiers) should refer to **Section 2** for instructions on completing the Accession Letter and making the Rolled Up Facilities Election.

3. IMPORTANT DEADLINES

- The deadline for Unsecured Creditors to accede to the VSA if they are to receive a Consent Fee (as further described in the VSA) is **28 May 2021**.
- The deadline for the AFF Financiers to make a Rolled Up Facilities Election is **12 July¹ 2021**.

4. CONTACT DETAILS

If you have any questions relating to the Accession Letters, please contact the Administrators' legal counsel, Kirkland & Ellis **as soon as possible**, via email at: nmccore@kirkland.com.

If you have any questions relating to the Rolled Up Facilities Election, please contact the AFF Financiers' legal counsel, Milbank **as soon as possible**, via email at: #NMCLN@milbank.com.

¹ Please note, this date assumes that 4 days of public holiday in the UAE fall within the 8 Business Day period prior to the Launch Date, however, the dates for these public holidays have not yet been confirmed. Additionally, this deadline may be brought forward by the Company giving written notice to the AFF Agent.

SECTION 1

INSTRUCTIONS FOR UNSECURED CREDITORS

In order to sign up to the VSA, each institution (or identified department, division, or business unit thereof) will need to execute an Accession Letter with respect to its Unsecured Debt as at the date of the administration of the relevant DOCA Company.

To do so, please follow these instructions using the Accession Letter available to download at: <https://nmc.ae/investor-relations>:

- STEP 1.** In the '**From**' field, state the legal name of your institution, including, if applicable, the institution's identified department, division, or business unit.
- STEP 2.** In the '**Date**' field, add the full date on which your institution is executing the Accession Letter.
- STEP 3.** In **paragraph 4**, delete the square brackets to indicate whether you are acceding as an existing Unsecured Creditor of a DOCA Company or pursuant to a trade that has settled.
- STEP 4.** In **paragraph 4**, provide the information requested (if not relevant, mark as 'n/a'):
- a) Amount of outstanding Unsecured Debt as at the date of the administration of the relevant DOCA Company other than Unsecured Debt in certificated form (i.e. capital markets instruments), as submitted to the Administrators in your proof of debt;
 - b) for Unsecured Creditors with capital market instruments:
 - i. Clearing system through which the Notes are held;
 - ii. Clearing system account holder name;
 - iii. Clearing system account holder number; and
 - iv. Amount of Unsecured Debt as at the date of the administration of the relevant DOCA Company held in the form of Notes as at the date of the Accession Letter.
- STEP 5.** In **paragraph 5**, provide your contact details in full; these will be used for all communications relating to the VSA.
- STEP 6.** Arrange for an authorised signatory to sign the Accession Letter in front of a witness. The witness must sign the Accession Letter as well as providing their name, address and occupation in the relevant fields, otherwise the Accession Letter may not be legally valid.

STEP 7. Arrange for evidence of the authority of the signatory to sign the Accession Letter on behalf the Unsecured Creditor (“**Evidence of Authority**”) to be sent together with the Accession Letter. The Evidence of Authority must be in English, or include a certified English translation. Such evidence can be a copy of:

- a) a shareholders’ resolution;
- b) a memorandum of association; or
- c) a power of attorney.

STEP 8. Send the signed and witnessed Accession Letter (in full) and Evidence of Authority via email to NMC Healthcare LTD (in administration) copying Kirkland & Ellis at the below email addresses:

INS_NMCADGM@alvarezandmarsal.com
nmccore@kirkland.com

SECTION 2

INSTRUCTIONS FOR AFF FINANCIERS (INCLUDING UNSECURED CREDITORS WHO ARE ALSO AFF FINANCIERS)

1. Accession Letter

In order to sign up to the VSA, each institution (or identified department, division, or business unit thereof) will need to execute an Accession Letter with respect to (i) the Unsecured Debt as at the date of the administration of the relevant DOCA Company (if relevant) and (ii) its AFF Debt (excluding the Rolled Up Facility Commitments).

To do so, please follow these instructions using the Accession Letter available to download at: <https://nmc.ae/investor-relations>:

- STEP 1.** In the '**From**' field, state the legal name of your institution, including, if applicable, the institution's identified department, division, or business unit.
- STEP 2.** In the '**Date**' field, add the full date on which your institution is executing the Accession Letter.
- STEP 3.** In **paragraph 4**, delete the square brackets to indicate whether you are acceding as an existing Unsecured Creditor of a DOCA Company or pursuant to a trade that has settled.
- STEP 4.** In **paragraph 4**, provide the information requested (if not relevant, mark as 'n/a'):
- a) Amount of outstanding Unsecured Debt as at the date of the administration of the relevant DOCA Company other than Unsecured Debt in certificated Form, as submitted to the Administrators in your proof of debt;
 - b) Amount of outstanding AFF Debt (excluding the Rolled Up Facility Commitments);
 - c) for Unsecured Creditors with capital market instruments:
 - i. Clearing system through which the Notes are held;
 - ii. Clearing system account holder name;
 - iii. Clearing system account holder number; and
 - iv. Amount of Unsecured Debt as at the date of the administration of the relevant DOCA Company held in the form of Notes as at the date of the Accession Letter.

STEP 5. In paragraph 5, provide your contact details in full; these will be used for all communications relating to the VSA.

STEP 6. Arrange for an authorised signatory to sign the Accession Letter in front of a witness. The witness must sign the Accession Letter as well as providing their name, address and occupation in the relevant fields, otherwise the Accession Letter may not be legally valid.

STEP 7. Arrange for evidence of the authority of the signatory to sign the Accession Letter on behalf the Unsecured Creditor (“**Evidence of Authority**”) to be sent together with the Accession Letter. The Evidence of Authority must be in English, or include a certified English translation. Such evidence can be a copy of:

- a) a shareholders’ resolution;
- b) a memorandum of association; or
- c) a power of attorney.

STEP 8. Send the signed and witnessed Accession Letter (in full) and Evidence of Authority via email to NMC Healthcare LTD (in administration) copying Kirkland & Ellis at the below email addresses:

INS_NMCADGM@alvarezandmarsal.com
nmccore@kirkland.com

2. Rolled Up Facilities Election

To make a Rolled Up Facilities Election please:

STEP 1. Include the below wording in an email to NMC Healthcare LTD (in administration) copying Kirkland & Ellis and Milbank using the following email addresses:

INS_NMCADGM@alvarezandmarsal.com
nmccore@kirkland.com
#NMCLN@milbank.com

and complete the information in square brackets:

On behalf of [INSERT NAME OF AFF FINANCIER] (the “AFF Financier”), I hereby notify NMC Healthcare LTD (in administration), in accordance with clause 4.7(a) (Undertakings by the Consenting AFF Financiers) of the VSA, that the AFF Financier shall settle its Rolled Up Facility Commitments in [cash]/[Exit Instruments] in accordance with clause 6.5 (Exit Confirmation) of the common terms agreement dated 27 September 2020 (as amended and restated from time to time).

- STEP 2.** Complete a Pre-Commencement Debt Claim/Entitlement Waiver & Release Notice and a Rolled Up Advance Unilateral Waiver Notice available to download at: <https://nmc.ae/investor-relations>.
- STEP 3.** Arrange for an authorised signatory to sign the Pre-Commencement Debt Claim/Entitlement Waiver & Release Notice and the Rolled Up Advance Unilateral Waiver Notice in front of a witness. The witness must sign the Pre-Commencement Debt Claim/Entitlement Waiver & Release Notice and the Rolled Up Advance Unilateral Waiver Notice as well as providing their name, address and occupation in the relevant fields, otherwise the Pre-Commencement Debt Claim/Entitlement Waiver & Release Notice and the Rolled Up Advance Unilateral Waiver Notice may not be legally valid.
- STEP 4.** Arrange for evidence of the authority of the signatory to sign the Pre-Commencement Debt Claim/Entitlement Waiver & Release Notice and the Rolled Up Advance Unilateral Waiver Notice on behalf the AFF Financier (“**Evidence of Authority**”) to be sent together with the Pre-Commencement Debt Claim/Entitlement Waiver & Release Notice and the Rolled Up Advance Unilateral Waiver Notice. The Evidence of Authority must be in English, or include a certified English translation. Such evidence can be a copy of:
- a) a shareholders’ resolution;
 - b) a memorandum of association; or
 - c) a power of attorney.
- STEP 5.** send the completed Pre-Commencement Debt Claim/Entitlement Waiver & Release Notice and the Rolled Up Advance Unilateral Waiver Notice, with the Evidence of Authority via email to NMC Healthcare LTD (in administration) copying Kirkland & Ellis and Milbank at the below email addresses:

INS_NMCADGM@alvarezandmarsal.com
nmccore@kirkland.com
#NMCLN@milbank.com