

ARBN 637 017 602

# **LODGE YOUR VOTE**

**ONLINE** 

https://investorcentre.linkgroup.com



BY MAIL

Limeade, Inc. C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



**BY FAX** 

+61 2 9287 0309



BY HAND

**Link Market Services Limited** Level 12, 680 George Street, Sydney NSW 2000



**ALL ENQUIRIES TO** 

Telephone: 1300 554 474 Overseas: +61 1300 554 474



X9999999999

# This proxy is solicited by the Board of Directors

# PROXY FORM

I/We being a shareholder(s) of Limeade, Inc. and entitled to attend and vote hereby appoint:

# APPOINT A PROXY

Elizabeth Bastoni and Sarah Visbeek, or either one of them, with full power of substitution (Management Proxies)

**OR** if you are **NOT** appointing the Management Proxies as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Date

or failing the person or body corporate named, or if no person or body corporate is named, the Management Proxies, as my/our proxy to act on my/our behalf to vote and act with respect to all the shares of common stock of Limeade, Inc. (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Special Meeting of the Company to be held on Tuesday, 8 August 2023 at 10:00am (AEST), being Monday, 7 August 2023 at 5:00pm (PDT) (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at https://meetings.linkgroup.com/ LMESM23 (refer to details in the Virtual Special Meeting Online Guide).

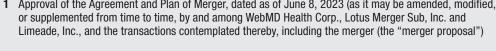
The Management Proxies intend to vote undirected proxies in favour of each item of business.

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an  $\boxtimes$ 

# **Proposals**

1 Approval of the Agreement and Plan of Merger, dated as of June 8, 2023 (as it may be amended, modified, or supplemented from time to time, by and among WebMD Health Corp., Lotus Merger Sub, Inc. and Limeade, Inc., and the transactions contemplated thereby, including the merger (the "merger proposal")



Approval of the adjournment of the special meeting to a later date or dates, if necessary or appropriate, for	
the purpose of soliciting additional votes to constitute a quorum for the conduct of business at the special	
meeting or for the approval of the merger proposal if there are insufficient votes to approve the merger	
proposal at the time of the special meeting or to ensure that any supplement or amendment to the	
accompanying proxy statement required by applicable law is timely provided to Limeade shareholders	
1 3 01 3 11 3 11	

\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll. The effect of this would be as follows: for Proposal 1, it will have the same effect as a vote against the Proposal; for Proposal 2, your votes will not be counted in computing the required majority on a poll.

# SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

For Against Abstain\*

# **HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM**

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

# **APPOINTMENT OF PROXY**

If you wish to appoint the Management Proxies as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Management Proxies as your proxy, please write the name email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### **DEFAULT TO MANAGEMENT PROXIES**

Any directed proxies that are not voted on a poll at the Meeting will default to the Management Proxies, who are required to vote those proxies as directed. Any undirected proxies that default to the Management Proxies will be voted according to the instructions set out in this Proxy Form.

# **VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT**

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

# **CORPORATE REPRESENTATIVES**

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

# **LODGEMENT OF A PROXY FORM**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **Sunday, 6 August 2023 at 10:00am (AEST), being Saturday, 5 August 2023 at 5:00pm (PDT),** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

# **ONLINE**

# https://investorcentre.linkgroup.com

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



# **BY MAIL**

Limeade, Inc. C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



#### **BY HAND**

delivering it to Link Market Services Limited\* Level 12 680 George Street Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am-5:00pm)