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Additional Information

The Former Directors Group has filed a definitive proxy statement and accompanying GREEN universal proxy card with the Securities and Exchange Commission ("SEC") to be used to solicit proxies in connection with the 2023 annual meeting of stockholders of the Company. The Former Directors Group strongly advises all stockholders of the Company to read the proxy statement and any other documents related to the solicitation of stockholders of the Company in connection with the Annual Meeting because they contain important information, including information relating to the Former Directors Group. These materials and other materials filed by the Former Directors Group with the SEC in connection with the solicitation of proxies are available at no charge on the SEC's website at <http://www.sec.gov>. The definitive proxy statement and other relevant documents filed by the Former Directors Group with the SEC are also available, without charge, by directing a request to the Former Directors Group proxy solicitor, HKL & Co., LLC, at its toll-free number +1 (800) 326-5997 or via email at CANO@hklco.com.

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I AGREE

I DISAGREE



We are Deeply Troubled by the Value Destruction and High Rate of Cash Burn Under Current Leadership

A significant amount of shareholder value has been destroyed as a result of incomplete and late disclosures, poor capital allocation decisions and strategic planning failures. Total shareholder returns ("TSR") are negative across every relevant horizon.¹ This also represents massive underperformance relative to the S&P 500 Index, S&P Healthcare Sector Index, Russell 2000 and practically every possible peer.

	1 Year TSR	2 Year TSR	TSR Since IPO
Cano Health	-63.01%	-91.49%	-92.51%
SPX Index	-10.49%	5.53%	-1.51%
SHLTH Index	-5.67%	13.61%	8.32%
RHY Index	-14.17%	-17.43%	-20.62%

¹ As of market close March 30, 2023, the unaffiliated closing price before Barry Sternlicht's resignation from the Board became public.

[CLICK HERE TO VIEW OUR FULL LETTER TO SHAREHOLDERS](#)

Why change is needed

We believe that meaningful change to the composition of the Board of Directors of Cano Health is necessary to ensure that the Company is operating in a manner consistent with the interest of all shareholders. While our litigation on reopening the nomination and shareholder proposal window is pending, we believe that shareholders should use the upcoming Annual Meeting as an opportunity to have their voices heard while conducting a referendum against the current Board. By voting **WITHHOLD** on Dr. Muney and Ms. Rivera as directors, you will send a clear message to the Board that you are dissatisfied with the status quo and believe urgent change is needed.

[LEARN MORE](#)

How to vote

Your vote is important no matter how many shares you own.

We urge you to vote **WITHHOLD** on Proposal 1, the election of Dr. Muney and Ms. Rivera, on any proxy card received (the **GREEN** or **WHITE** proxy card).

[LEARN MORE](#)



WHY CHANGE IS NEEDED

We believe that meaningful change to the composition of the Board of Directors of Cano Health is necessary to ensure that the Company is operated in a manner consistent with the interest of all shareholders. While our litigation on reopening the nomination and shareholder proposal window is pending, we believe that shareholders should use the upcoming Annual Meeting as an opportunity to conduct a referendum on the current Board. Both Dr. Muney and Ms. Rivera should be held responsible for the excessive compensation, governance failures, and ongoing strategic and financial lapses at Cano given their respective roles as Chair of the Compensation and Nominating & Corporate Governance Committees. By voting WITHHOLD on Dr. Muney and Ms. Rivera as directors, you will send a strong message to the Board that you are dissatisfied with the status quo and believe urgent change is needed. Cano's financial performance, disturbing related-party transactions, and unjustifiable isolation of aligned directors needs to stop NOW.

Letters to Stockholders

- May 24, 2023 Concerned Shareholders of Cano Urge All Holders to Send a Clear Message About the Immediate Need for Change
- May 11, 2023 Concerned Shareholders of Cano Health Launch Director Withhold Campaign at the Company's 2023 Annual Meeting | Business Wire
- April 26, 2023 Concerned Shareholders of Cano Health Issue Open Letter Regarding the Board's Entrenchment Maneuvers and Latest Governance Failures | Business Wire
- April 10, 2023 Concerned Shareholders of Cano Health Issue Open Letter Regarding the Urgent Need for Leadership and Strategy Changes at the Company | Business Wire

Proxy Statement

ITC RUMBA, LLC
May 23, 2023

Dear Fellow Cano Health Stockholder:

Elliot Cooperstone, Lewis Gold and Barry S. Sternlicht (together with the other participants in this solicitation, the "Former Directors Group" or "we") are the collective beneficial owners of an aggregate of 27,202,209 shares of Class A Common Stock, 30,000 per value per share (the "Class A Common Stock"), of Cano Health, Inc. ("Cano" or the "Company") including 7,844,619 shares of Class A Common Stock issuable upon the exercise of the Private Placement Warrant (as defined and described in the attached Proxy Statement), and 161,172,923 shares of Class B Common Stock, 30,000 per value per share, of the Company (the "Class B Common Stock" and together with the Class A Common Stock, the "Common Stock"), which represents approximately 34.6% of the outstanding shares of Common Stock, making us the largest combined stockholder of the Company.

The three of us recently resigned from Cano's Board of Directors (the "Board") after the incumbent Board majority suddenly excluded us from boardroom deliberations on key matters following our calls for enhanced corporate governance, improved capital allocation and financial control, and a more sustainable long-term strategy. Our efforts were hindered inside despite the rapid deterioration of Cano's balance sheet and market capitalization over the past 20 months. In our view, Dr. Marlow Hernandez, Cano's Chief Executive Officer, and his close associates on the Board led us with no choice other than to resign as directors. Some of us "group" and start advocating for stockholders' best interests separate from outside the boardroom. We have an intimate understanding of Cano's business and a strong belief that the Board's current composition is not in the best interests of Cano as a great business whose potential is being squandered and entrenched leadership that has far too long put its own interests first.

There is significant value trapped within Cano's languishing shares. Unfortunately, as previously undisclosed related-party transactions, including personal loans exceeding \$40 million, and other troubling agreements and arrangements have recently come to light, we have lost faith in the remaining Board's ability to effectively and objectively oversee management as it pursues a highly questionable strategy. Specifically, we are deeply concerned by the Board's failure to take any substantive action with respect to recent disclosures of a series of financing related-party transactions involving Dr. Hernandez and other employees at Cano.

Given these concerning recent developments, we demanded that the Board do the right thing and reopen the nomination and stockholder proposal window under the Company's By-laws so that stockholders would be able to facilitate the reconstruction of an ineffective, conflicted Board at the Annual Meeting (as defined below) and the removal of one or more directors for cause under Delaware law. The current Board never responded to our request, forcing us to commence an action in the Court of Chancery of the State of Delaware (the "Court") seeking to compel the Company to reopen the window for stockholder nominations and proposals and schedule the date of the Annual Meeting to give stockholders enough time to consider our case.

The Company has advanced the date of the Annual Meeting to June 15, 2023, leaving very little time between the Court's anticipated ruling and the Annual Meeting. We have decided to launch a "withhold campaign" to ensure that, regardless of our litigation, stockholders have an opportunity to have their voices heard and send a clear message to Cano's Board and management at this year's Annual Meeting. Of course, if we are successful in our court proceedings, you will have a chance to vote for our independent director candidates at a newly-scheduled annual meeting, as well as a proposal we intend to put forth to remove Dr. Hernandez for cause under Delaware law.

[CLICK FOR PROXY STATEMENT](#)

Lawsuit Against Cano Health

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

BARRY STERNLICHT, DR. LEWIS GOLD, ELLIOT COOPERSTONE)
Plaintiffs,)
v.)
MARLOW HERNANDEZ, ANGEL MORALES, JACQUELINE GUTCHIELLAR, ALAN MUNEY, KIM RIVERA, AND SOLOMON TRUJILLO) C.A. No. 2023-477-PAF
Defendants,)
and) PUBLIC VERSION FILED
CANO HEALTH, INC.) MAY 3, 2023
Nominal Defendant.)

VERIFIED COMPLAINT OF STOCKHOLDERS TO MAKE DIRECTOR NOMINATIONS AT THE 2023 ANNUAL MEETING

Plaintiffs Barry Sternlicht, Dr. Lewis Gold, and Elliot Cooperstone ("Plaintiffs"), by and through their undersigned counsel, hereby allege upon personal knowledge as to their actions, and upon information and belief as to all other allegations herein, as follows:

PRELIMINARY STATEMENT

1. Plaintiffs are beneficial owners of shares representing more than 36% of the voting power of Cano Health, Inc. ("Cano" or the "Company") and former members of Cano's Board of Directors (the "Board"). Extraordinary and material

- 1 -

[CLICK HERE FOR COMPLAINT](#)

Press Releases:

- Concerned Shareholders of Cano Health File Definitive Proxy Statement to Solicit Votes Against the Company's Two Entrenched Director Candidates
Believes Dr. Alan Muney, Chair of the Compensation Committee, and Kim Rivera, Chair of the Nominating and Corporate Governance Committee, Have Failed Stockholders by Continually Prioritizing Management's Interests During a Period of Immense Value Destruction
Read More →
May 25, 2023
- Concerned Shareholders of Cano Health Urge Company to Reopen Window for Nominating Director Candidates at 2023 Annual Meeting
Resignation of Three Directors Owning ~36% of Company, Material New Disclosures and Other Emerging Governance Issues Have Drastically Changed Circumstances and Necessitate Allowing Shareholders to Vote on an Alternative Board
Read More →
May 18, 2023
- Concerned Shareholders of Cano Health Nominate Highly Qualified, Independent Director Candidates and Propose Removal of Board for Cause
Group Details the Case for Urgent Change at Cano Following an Extended Period of Underperformance, Failed Capital Allocation, and Extremely Poor Governance and Strategic Execution
Read More →
Apr 17, 2023
- Barry Sternlicht Issues Statement Announcing Resignation from Cano Health Board of Directors
Barry Sternlicht today issued the following statement announcing his resignation, effective immediately, from the Board of Directors of Cano Health, Inc. (NYSE: CANO).
Read More →
Mar 30, 2023

HOW TO VOTE FOR CHANGE

Your vote is important no matter how many shares you own.

We urge shareholders to vote WITHHOLD on Proposal 1, the election of Dr. Muney and Ms. Rivera, on any proxy card received (the GREEN or WHITE proxy card).

If your shares of Common Stock are registered in your own name, please authorize a proxy to vote by signing and returning the GREEN proxy card to HKL & Co., LLC, 3 Columbus Circle, 15th Floor, New York NY 10019.

If you hold your shares of Common Stock in "street name" with a bank, brokerage firm, dealer, trust company or other institution or nominee, only they can vote your shares on your behalf and only upon the receipt of your specific voting instructions.

Accordingly, it is critical that you promptly give instructions to your bank, brokerage firm, dealer, trust company, or other institution or nominee to ensure that a voting instruction form is submitted on your behalf. Please follow the instructions to authorize a proxy to vote WITHHOLD on Proposal 1 on either the GREEN or WHITE voting instruction form received. If your bank, brokerage firm, dealer, trust company, or other nominee allows for voting instructions to be delivered to them by internet or telephone, instructions will be included with the GREEN voting instruction form.



HKL & Co., LLC

Toll free at [+1 \(800\) 326-5997](tel:+18003265997)

Call collect at [+1 \(212\) 468-5394](tel:+12124685394)

CANO@hklco.com

NEWS

May 22, 2023 [Barry Sternlicht in proxy battle with Marlow Hernandez for Cano Health - South Florida Business Journal | bizjournals.com](#)

May 11, 2023 [Former Cano directors call for shareholders to withhold support for board members - Becker's Hospital Review](#)

April 17, 2023 [Former Cano board members request reopening of window for director nominations - Healthcare Dive](#)

April 10, 2023 [Cano Health's Former Directors Call for CEO Change, Asset Sales - Bloomberg](#)

April 10, 2023 [Former Cano directors pen open letter to shareholders describing company's 'staggering underperformance' - Becker's Hospital Review](#)

April 10, 2023 [Billionaire Sternlicht calls for CEO, board ouster at Cano Health - South Florida Business Journal](#)

April 3, 2023 [Cano Health Shares Rally as Former Directors Seek New CEO, Asset Sales - Dow Jones](#)



Contact Us

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Toll-Free: (800) 326-5997

CANO@hklco.com

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Stockholders call toll free at +1 (800) 326-5997

Email: CANO@hkico.com

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