

**Mainstay Medical International plc**  
**(“Mainstay” or the “Company”)**

**Total Voting Rights**

In conformity with Regulation 20 of the Transparency (Directive 2004/109/EC) Regulations 2007, Mainstay announces that:

The total number of Ordinary Shares of nominal value €0.001 each in issue on 2 November 2015 is 4,295,096 corresponding to a total of 4,295,096 voting rights. The Company holds no Ordinary Shares in treasury.

Therefore, the figure which may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in the Company under the Transparency (Directive 2004/109/EC) Regulations 2007 and the Transparency Rules is 4,295,096.

Total number of Ordinary Shares outstanding	4,295,096
Total number of theoretical voting rights <sup>1</sup>	4,295,096
Total number of exercisable voting rights <sup>2</sup>	4,295,096

2 November 2015

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<sup>1</sup> The total number of theoretical voting rights (or “gross” voting rights) is calculated on the basis of all shares to which voting rights are attached, including shares whose voting rights have been suspended.

<sup>2</sup> The total number of exercisable voting rights (or “net” voting rights) is calculated without taking into account the shares with suspended voting rights.