
Notice of the Annual General Meeting of the Company to be held at McCann FitzGerald, Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland on Friday, 20 September 2019 at 10.00 a.m. is set out at the end of this document. Whether or not you propose to attend the Annual General Meeting, please complete and submit a form of proxy. The form of proxy must be received by the Company's Registrars, Computershare Investor Services (Ireland) Limited, by no later than 10.00 a.m. on Wednesday, 18 September 2019 in the manner set out in the notes attached to the Notice of the Annual General Meeting.

Mainstay Medical International plc

Annual General Meeting

Friday, 20 September 2019

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the course of action you should take, please immediately consult your independent financial adviser (being, in the case of shareholders resident in the Republic of Ireland ("Ireland"), an adviser authorised or exempt under the European Union (Markets in Financial Instruments) Regulations 2017 of Ireland (S.I. No. 375 of 2017) (as amended) or the Investment Intermediaries Act 1995 of Ireland (as amended), or another appropriately authorised professional adviser if you are resident in a territory outside Ireland).

If you have sold or otherwise transferred all your shares in Mainstay Medical International plc, please pass this document and the accompanying form of proxy to the purchaser or the transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee, as soon as possible.

13 August 2019

Mainstay Medical International plc (“Mainstay” or the “Company”) - Annual General Meeting 2019

Dear Shareholder

The Annual General Meeting of Mainstay Medical International plc will be held at McCann FitzGerald, Riverside One, Sir John Rogerson’s Quay, Dublin 2, Ireland on Friday, 20 September 2019 at 10.00 a.m. (Irish time) (the “AGM”).

I am writing to you to outline the background to the resolutions proposed at the AGM. The Notice of AGM is attached to this letter (the “Notice”).

The Annual Report for the year ended 31 December 2018 is available to view and download from the Company’s website: http://www.mainstay-medical.com/en/investors/annual_reports.

Business to be considered at the AGM

In addition to the ordinary business to be transacted at the meeting, which is referred to in Resolutions 1 to 3 in the Notice, the directors of the Company (the “Directors” or the “Board”) propose that special business, as set out in Resolutions 4 to 8 in the Notice, be transacted at the meeting for the purposes explained below.

Resolution 1 - To review the Company’s affairs and consider the financial statements

This is an ordinary resolution to review the Company’s affairs and consider the financial statements for the year ended 31 December 2018, together with the reports of the Directors and the Company’s Auditors.

Resolutions 2(a) to 2(b) - Election and re-election of Directors

Notwithstanding Article 90(a) of the Company’s Articles of Association regarding retirement and re-election by rotation, it is the Board’s intention that approximately one third of the Directors will retire at each AGM subject to any additional requirements under Articles 90 to 94 of the Articles of Association, with each Director retiring no less frequently than every three years. Pursuant to this intention and the requirements of Articles of Association, at this AGM Mr. Antoine Papiernik and Mr. Nael Kassar will retire. The Board has determined that Mr. Papiernik will offer himself for re-election, but Mr. Kassar has notified the Board that he will not offer himself for re-election. The Board has decided not to replace Mr. Nael Kassar and therefore the size of the Board will be reduced from eight to seven Directors. Also, in accordance with the Board’s intention stated above, the Board has determined that Dr. Oern Stuge will retire at this AGM and offer himself for re-election.

The resolutions (which are ordinary resolutions) will be proposed separately in respect of each Director.

Resolution 3 - Auditors’ remuneration

The Directors are seeking to renew their authority to determine the remuneration of the Company’s Auditors for the year ending 31 December 2019.

Resolution 3 is an ordinary resolution.

Special Business at the AGM

There are five items of special business.

Resolution 4 is a resolution to increase the Company's authorised share capital. Resolution 4 is an ordinary resolution.

Resolution 5 relates to the Memorandum and Articles of Association of the Company and is connected with Resolution 4 regarding the proposed increase of the Company's authorised share capital.

Resolutions 6 and 7 relate to the share capital of the Company. The two resolutions are interdependent (i.e. Resolution 6 is conditional on the passing of Resolution 7 and vice versa).

Resolution 4 – Increase in authorized share capital

Shareholders are being asked to increase the Company's authorised share capital. Pursuant to Resolution 4, which is an ordinary resolution, the authorised share capital of the Company would be increased from €60,000 divided into 20 million ordinary shares of €0.001 each and 40,000 deferred shares of €1.00 each to €75,000 divided into 35 million ordinary shares of €0.001 each and 40,000 deferred shares of €1.00 each.

Resolution 5 – Memorandum and Articles of Association

Shareholders are being asked to approve amendments to the Company's Memorandum and Articles of Association to reflect the proposed increase of the Company's authorised share capital.

Resolution 5 is a special resolution requiring the approval by 75% of the votes cast by shareholders voting in person or by proxy at the AGM.

Resolution 6 – Directors' power to allot shares

Shareholders are being asked to renew the Directors' authority to allot and issue "relevant securities" (essentially ordinary shares in the Company). Pursuant to Resolution 6, which is an ordinary resolution, the Directors seek authority to allot shares up to an aggregate nominal value of €17,000, which is equal to approximately 102% of the aggregate of (a) the issued ordinary share capital of the Company (excluding treasury shares) as at the date of this notice, and (b) the ordinary shares estimated to be issuable to the Company's lender, IPF Fund I SCA SICAV-FIS ("IPF") upon exercise of IPF's warrant and conversion of IPF's accrued principal and interest under the terms of the loan agreement with IPF (collectively, the "Future IPF Shares"). If adopted, this authority will expire on 20 September 2024.

Resolution 7 – Dis-application of pre-emption rights

Shareholders are also being asked to approve the Directors' power to dis-apply statutory pre-emption provisions in the event of: (a) a rights issue or other pro rata offer of equity securities to shareholders; or (b) other issues of equity securities for cash up to an aggregate nominal value of €17,000 (representing approximately 102% of the aggregate of the issued ordinary share capital of the Company as at the date of this notice and the Future IPF Shares). If adopted, this power will expire on 20 September 2024 (being five years after the date of passing of the resolution).

Resolution 7 is a special resolution requiring the approval by 75% of the votes cast by shareholders voting in person or by proxy at the AGM.

As noted above, Resolution 7 is conditional on the passing of Resolution 6 (and vice versa). Therefore, if either resolution is not passed at the AGM, then the existing share allotment authority granted by, and the existing disapplication of pre-emption rights approved at, the Company's 2018 AGM, will

continue to apply in accordance with the terms of the relevant resolutions.

Resolution 8 - Notice of general meetings

Under the fourth item of special business (Resolution 8), shareholders are being asked to renew, until the annual general meeting in 2020, the Company's authority to call on 14 days' notice a general meeting (other than an annual general meeting or a meeting to consider any special resolution (a resolution which requires a 75% majority vote, not a simple majority), for which the notice period will remain 21 days).

The Directors consider that it is in the interests of the Company to retain this flexibility. As a matter of policy, the 14-day notice period will only be utilised where the Directors believe that it is merited by the business of the meeting and the circumstances surrounding the business.

Resolution 8 is a special resolution requiring the approval by 75% of the votes cast by shareholders voting in person or by proxy at the AGM.

Action to be taken by you

You will find enclosed a form of proxy which, if you wish to appoint a proxy, must be returned in accordance with the instructions and notes below and on the form, and must be returned together with any authority under which it is executed or a copy of such authority certified notarially or by a solicitor practicing in Ireland, to Computershare Investor Services (Ireland) Limited, P.O. Box 13030, Dublin 24, Ireland or (during normal business hours) by hand to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, and in any event by no later than 10.00 a.m. on Wednesday, 18 September 2019, or, if the AGM is adjourned, no later than 48 hours before the time fixed for the holding of the adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) no later than 48 hours before the taking of the poll at which it is to be used.

The return of a form of proxy will not preclude a registered shareholder from attending, speaking, asking questions and voting at the AGM (or any adjournment thereof) in person if you wish to do so.

Recommendation

The Directors consider the resolutions to be proposed at the AGM to be in the best interests of the Company and its shareholders as a whole and, accordingly, they unanimously recommend shareholders to vote in favour of each of the resolutions, as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Dr Oern Stuge
Chairman

**NOTICE OF ANNUAL GENERAL MEETING
OF**

MAINSTAY MEDICAL INTERNATIONAL PLC

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** of Mainstay Medical International plc (the “**Company**”) will be held at McCann FitzGerald, Riverside One, Sir John Rogerson’s Quay, Dublin 2, Ireland on Friday, 20 September 2019 at 10.00 a.m. for the following purposes:

ORDINARY BUSINESS

To consider and if thought fit, pass the following ordinary resolutions:

1 Company Affairs and Financial Statements

To review the Company’s affairs and consider the financial statements for the year ended 31 December 2018 together with the reports of the directors of the Company (the “**Directors**”) and the auditors thereon.

2 Election and re-election of Directors

To re-elect by separate resolutions, the following individuals who retire as Directors and being eligible, offer themselves for re-appointment:

- (a) Mr. Antoine Papiernik; and
- (b) Dr. Oern Stuge.

3 Auditors’ remuneration

To authorise the Directors to determine the remuneration of the auditors of the Company.

SPECIAL BUSINESS

To consider and if thought fit, pass the following ordinary resolution:

4 Increase in authorised share capital

THAT the authorised share capital of the Company be and is hereby increased with immediate effect from €60,000 divided into 20,000,000 ordinary shares of €0.001 each and 40,000 deferred shares of €1.00 each to €75,000 divided into 35,000,000 ordinary shares of €0.001 each and 40,000 deferred shares of €1.00 each.

To consider and if thought fit, pass the following special resolution:

5 Memorandum and Articles of Association

THAT, *subject to and conditional upon resolution 4 of this Notice of AGM being duly passed*, with immediate effect:

- (a) the memorandum of association of the Company be and it is hereby amended by the deletion of clause 5 thereof in its entirety and the substitution therefor of the following new clause 5:
“5. The share capital of the Company is to be €75,000, divided into 35,000,000 ordinary shares of €0.001 each and 40,000 deferred shares of €1.00 each.”, and
- (b) the articles of association of the Company be and are hereby amended by the deletion of article 5 thereof in its entirety and the substitution therefor of the following new article 5:

“5. The share capital of the Company is to be €75,000, divided into 35,000,000 ordinary shares of €0.001 each and 40,000 deferred shares of €1.00 each.”

To consider and if thought fit, pass the following ordinary resolution:

6 Allotment of Shares

THAT, *subject to and conditional on resolution 7 of this Notice of AGM being duly passed*, the Directors be and they are hereby generally and unconditionally authorised pursuant to section 1021 of the Companies Act 2014 (the “**2014 Act**”), in substitution for all existing such authorities, to exercise all powers of the Company to allot relevant securities of the Company (within the meaning of section 1021 of the 2014 Act) up to an aggregate nominal amount of €17,000. The authority hereby conferred shall commence at the time of passing this resolution and shall expire on 20 September 2024, unless and to the extent that such power is renewed, revoked, or extended prior to such date, provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

To consider and if thought fit, pass the following special resolutions:

7 Dis-application of pre-emption rights

THAT, *subject to and conditional upon resolution 6 of this Notice of AGM being duly passed*, the Directors be and they are hereby empowered pursuant to sections 1022 and 1023 of the Companies Act 2014 (the “**2014 Act**”), in substitution for all existing such authorities, to allot equity securities (within the meaning of section 1023(1) of the 2014 Act) for cash pursuant to the authority to allot relevant securities conferred on the Directors by resolution 6 of this Notice of AGM as if section 1022(1) of the 2014 Act did not apply to any such allotment, such power limited to:

- (a) the allotment of equity securities in connection with a rights issue, open offer or other invitation to or in favour of the holders of ordinary shares in the Company where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the numbers of ordinary shares in the Company held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws or requirements of any recognised regulatory body or any stock exchange in any territory, or otherwise howsoever); and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to a maximum aggregate nominal amount of €17,000;

and shall expire on 20 September 2024, provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if the power hereby conferred had not expired.

8 Convening of Extraordinary General Meetings

THAT, in accordance with section 1102 of the Companies Act 2014, the Directors be and are hereby generally and unconditionally authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 days’ notice. The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the date of the passing of this resolution unless previously renewed, varied or revoked by the Company in a general meeting.

By order of the Board

Matt Onaitis
Company Secretary

Registered Office:
77 Sir John Rogerson's Quay
Block C
Grand Canal Docklands
Dublin 2
Ireland.

Dated: 13 August 2019

NOTES:

Entitlement to attend and vote

1. Only those shareholders registered on the Company's register of members at:
 - 6.00 p.m. on Wednesday, 18 September 2019; or
 - if the Annual General Meeting is adjourned, at 6.00 p.m. on the day which is two days prior to the adjourned Annual General Meeting,

shall be entitled to attend, speak, ask questions and vote at the Annual General Meeting, or if relevant, any adjournment thereof. Changes in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Website giving information regarding the meeting

2. Information regarding the Annual General Meeting, including the information required by section 1103(3) of the Companies Act 2014, is available from www.mainstay-medical.com.

Attending in person

3. The Annual General Meeting will be held at McCann FitzGerald, Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland. If you wish to attend the Annual General Meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the Annual General Meeting to allow time for registration. Please bring the attendance card attached to your form of proxy and present it at the shareholder registration desk before the commencement of the Annual General Meeting.

Appointment of proxies

4. A shareholder entitled to attend, speak, ask questions and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak, ask questions and vote on his/her behalf. A proxy need not be a member of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to shares held in different securities accounts. A shareholder acting as an intermediary on behalf of one or more clients in relation to shares may appoint that client or any third party designated by that client as a proxy in relation to those shares. A shareholder may appoint a proxy using the enclosed white form of proxy, the CREST electronic proxy appointment service (described below) or the Registrars' online proxy appointment service (also described below). If you wish to appoint more than one proxy, please contact the Company's Registrars, Computershare Investor Services (Ireland) Limited on +353 1 4475566.
5. The deposit of an instrument of proxy will not preclude a shareholder from attending and voting in person at the meeting.
6. A form of proxy is enclosed with your Notice of Annual General Meeting. To be valid, an appointment of proxy must be returned using one of the following methods:
 - (i) by sending the form of proxy, duly completed and signed, together with any authority under which it is executed or a copy of such authority certified notarially or by a solicitor practicing in Ireland, by post to the Registrars, Computershare Investor Services (Ireland) Limited, P.O. Box 13030, Dublin 24, Ireland or (during normal business hours) by hand to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland;

- (ii) in the case of CREST members, CREST sponsored members or CREST members who have appointed voting service providers, be submitted through CREST by utilising the CREST electronic proxy appointment service; or
- (iii) by utilising the Registrars' online proxy appointment service at www.eproxyappointment.com. You will require your Control Number, Shareholder Reference Number (SRN) and PIN number as printed on your form of proxy. Full details of the procedures, including voting instructions are given on the website,

and in each case the appointment of proxy (together with any relevant power or authority) must be received (or, in the case of the appointment of a proxy through CREST, retrieved by enquiry to CREST in the manner prescribed by CREST) by the Registrars not later than 48 hours before the time appointed for holding the meeting. If two or more valid but differing proxy appointments are received in respect of the same ordinary share, the one which is last received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the others as regards that ordinary share and, if the Company is unable to determine which was last deposited, none of them shall be treated as valid in respect of that ordinary share.

7. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996 (as amended).
8. In the case of a corporation, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note 6.
9. The Company has included on the form of proxy a 'Vote Withheld' option in order for shareholders to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the particular resolution.
10. On any other business which may properly come before the AGM, or any adjournment thereof (whether procedural or substantive in nature, including without limitation, any motion to amend a resolution or adjourn the meeting), not specified in the Notice of the Annual General Meeting, the proxy will act at his/her discretion in voting on such matters.

Issued shares and total voting rights

11. As a shareholder, you have several ways of exercising your vote: (a) by attending the Annual General Meeting in person; (b) by appointing a proxy to vote on your behalf; or (c) by appointing a proxy via the CREST system if you hold your shares in CREST. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
12. The total number of issued ordinary shares on the date of this Notice of Annual General Meeting is 13,421,504. On a vote by show of hands every shareholder who is present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every shareholder shall have one vote for every share carrying voting rights of which he or she is the holder.
13. Where a poll is taken at the Annual General Meeting, any shareholder present in person or by proxy, holding more than one share is not obliged to cast all his/her votes in the same way.
14. Ordinary resolutions are required to be passed by a simple majority of votes cast by shareholders voting in person or by proxy. Special resolutions are required to be passed by a majority of not less than 75% of votes cast by those who vote either in person or by proxy.

Questions at the Annual General Meeting

15. Under section 1107 of the Companies Act 2014, the Company must answer any question a shareholder may ask relating to the business being dealt with at the Annual General Meeting unless:
- answering the question would interfere unduly with the preparation for the Annual General Meeting or the confidentiality and business interests of the Company;
 - the answer has already been given on a website in a question and answer format; or
 - it appears to the Chairman of the Annual General Meeting that it is undesirable in the interests of good order of the meeting that the question be answered.

Shareholders' right to table draft resolutions and to put items on the agenda

16. A shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the Annual General Meeting, have a right to put an item on the agenda of the Annual General Meeting and/or table a draft resolution for an item on the agenda of the Annual General Meeting, subject to any contrary provisions in company law. In the case of the 2019 Annual General Meeting, the latest date for submission of such requests was 9 August 2019 (being 42 days prior to the date of the meeting).

The request:

- may be in hard copy form or in electronic form;
- must, if it is a draft resolution, set out in writing details of the draft resolution in full or, if supporting a draft resolution sent by another shareholder, clearly identify the draft resolution which is being supported;
- must, if it is an item for the agenda of the Annual General Meeting, set out in writing a) the details of the item you wish to have included in the agenda of the meeting and b) the reasons why the item is to be included in the agenda of the meeting;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 9 August 2019 (having regard to the 42 day period specified in Section 1104 of the Companies Act 2014).

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, 77 Sir John Rogerson's Quay, Block C, Grand Canal, Docklands, Dublin 2, Ireland; or
- a request which states the full name and address of the shareholder(s) and the Shareholder Reference Number (SRN) (as printed on the accompanying form of proxy) and is sent to matt.onaitis@mainstay-medical.com and copied to sinead.oreilly@mainstay-medical.com.

A draft resolution or requested item must not be such as would be incapable of being passed or otherwise be ineffective (whether by reason of inconsistency with any enactment or the Company's

Memorandum and Articles of Association or otherwise). Any draft resolution must not be defamatory of any person.

Arrangements relating to ordinary shares held in Euroclear France accounts

17. Any queries relating to any of the arrangements described in the Notes above as same may relate to ordinary shares held in Euroclear France accounts should be addressed to the financial intermediary associated with the relevant Euroclear France account.