

Mainstay Medical International plc (“the Company”) invites you to attend the Scheme Meeting (“Scheme Meeting”) of the Company to be held at **McCann FitzGerald, Riverside One, Sir John Rogerson’s Quay, Dublin 2** on Friday, 8 May 2020 at 10.00 a.m.

Shareholder Reference Number

Green Form of Proxy – Scheme Meeting (“Scheme Meeting”) to be held on 8 May 2020



Cast your Proxy online 24 hours a day
 ...It’s fast, easy and secure
www.eproxyappointment.com

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 916380
SRN:
PIN:


To view the Circular and Notice of Scheme Meeting online log on to: www.mainstay-medical.com

To be effective, all proxy appointments must be lodged with the Company’s Registrar at:

Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24 or through the voting website, see above, by 6 May 2020 at 10.00 a.m.

Explanatory Notes:

- Pursuant to Section 1095 of the Companies Act 2014, only those shareholders registered on the Company’s register of members: (i) at the close of business on the day two days prior to the Scheme Meeting; or (ii) if the Scheme Meeting is adjourned, at the close of business on the day two days prior to the adjourned Scheme Meeting, shall be entitled to attend and vote at the Scheme Meeting or, if relevant, any adjournment thereof. Changes to entries on the Company’s register of members after that time will be disregarded in determining the rights of any person to attend and vote at the Scheme Meeting.
- To be valid, the Form overleaf and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be returned by post to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive Citywest Business Campus, Dublin 24 Ireland or (during normal business hours) by hand to 3100 Lake Drive Citywest Business Campus, Dublin 24 Ireland not later than 48 hours before the Scheme Meeting or adjourned Scheme Meeting or (in the case of a poll taken otherwise than at or on the same day as the Scheme Meeting or adjourned Scheme Meeting) at least 48 hours before the taking of the poll at which it is to be used.
- This Form must (i) in the case of an individual shareholder be signed or submitted electronically in accordance with Note (9) below by the shareholder or his/her duly authorised attorney; or (ii) in the case of a corporate shareholder be given either under its common seal or be signed on its behalf by a duly authorised officer or attorney of the corporate shareholder or submitted electronically in accordance with Note (9) below.
- Completion and return of this Form (or submission of proxy instructions electronically) will not prevent a shareholder from attending and voting in person at the Scheme Meeting.
- In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) 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.
- A shareholder who is entitled to attend and vote at the Scheme Meeting is entitled to appoint a proxy (or more than one proxy as alternates) to attend, speak and vote instead of the shareholder. A proxy need not be a shareholder. If you wish to appoint more than one proxy please contact the Company’s Registrar, Computershare Investor Services (Ireland) Limited, on +353 1 447 5566. If you wish to appoint a proxy other than the Chairman of the Scheme Meeting, please insert the proxy name and address and delete the words “the Chairman of the meeting or”. If you wish to appoint an alternate proxy, please insert the alternate’s name and address in the box provided.
- If this Form is signed and returned without any indication as to how the person appointed is to vote, the Proxy will exercise discretion as to how to vote or whether to abstain from voting.
- This Form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised Form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for failure to carry out any instruction that does not comply with these conditions.
- Internet Voting: If, as an alternative to submitting this Form, you wish to appoint (or remove) a proxy electronically, you may do so by accessing the Registrar’s website at www.eproxyappointment.com. You can access this site from any internet enabled computer. To log in you will require your unique PIN (which will expire at the end of the voting period), your Shareholder Reference Number (SRN) and your Control Number, all of which are shown at the top of the Form.
- CREST members may appoint proxies through the CREST electronic proxy appointment service in accordance with the procedures described in the CREST manual. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by the Company’s Registrars, Computershare Investor Services (Ireland) Limited, as issuer’s agent (CREST participant ID 3RA50) by the latest times(s) for receipt of proxy appointments specified in this Notice of the Scheme Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services (Ireland) Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.
- The “Vote Withheld” option is provided to enable you to abstain from voting on the 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 and against the resolution.
- To allow effective constitution of the Scheme Meeting, if it is apparent to the Chairman that no member will be present in person or by proxy, other than by proxy in the Chairman’s favour, then the Chairman may appoint a substitute to act as proxy in his stead for any member, provided that such substitute proxy shall vote on the same basis as the Chairman.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card

To be completed only at the Scheme Meeting if a Poll is called.

	For	Against	Vote Withheld
Ordinary Business	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1. To approve the Scheme of Arrangement			

Signature _____

Form of Proxy

Please use a **black** pen. Mark with an X inside the box as shown in this example.



You can also instruct your proxy not to vote on a resolution by inserting an "X" in the vote withheld box.

I/We hereby appoint the Chairman of the Meeting OR the following person

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Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf on any matter at the Scheme Meeting of **Mainstay Medical International plc to be held at McCann FitzGerald, Riverside One, Sir John Rogerson's Quay, Dublin 2** on 8 May 2020 at 10.00 a.m., and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolution as indicated by an X in the appropriate box.

* For the appointment of more than one proxy, please refer to Explanatory Note 6 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

	For	Against	Vote Withheld
Ordinary Business	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1. To approve the Scheme of Arrangement			

I/we direct my/our proxy to vote on the resolution proposed at the Scheme Meeting as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

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Date

DD/MM/YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).