

PureTech Health plc

Notice of Annual General Meeting and Explanatory Circular to Shareholders

11 June 2020 at 11 a.m. Eastern Time
(4 p.m. British Summer Time)

At

6 Tide Street
Boston
Massachusetts 02210

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, please take advice immediately from an independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in PureTech Health plc, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This document should be read as a whole. The Notice of the Annual General Meeting (the “**Notice**”) is set out on pages 2 to 4 of this document. Shareholders will also find enclosed with this document a form of proxy to use in connection with the Annual General Meeting.

To be valid for use at the Annual General Meeting, the accompanying form of proxy must be completed, signed and returned in accordance with the instructions printed on it, to PureTech Health plc’s Registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received as soon as possible but in any event not later than 4 p.m. BST (11 a.m. EDT) on 9 June 2020.

Completion and return of a form of proxy will not preclude shareholders from attending and voting at the Annual General Meeting should they choose to do so.

Notice of Annual General Meeting 2020

PureTech Health plc ("the Company")

Notice is hereby given that the 2020 Annual General Meeting (the "**AGM**") of the Company will be held at 6 Tide Street, Boston, Massachusetts 02210 on Thursday 11 June 2020 at 11:00 a.m. Eastern Time (4:00 p.m. BST) to consider and, if thought fit, pass the following resolutions, of which resolutions numbered 1 to 13 (inclusive) will be proposed as ordinary resolutions and the resolutions numbered 14 to 17 (inclusive) will be proposed as special resolutions:

Ordinary Resolutions

1. THAT the Company's audited financial statements, the strategic report and the reports of the directors of the Company (the "**Directors**") and auditors for the year ended 31 December 2019 (the "**Annual Report**") now laid before this meeting be and are hereby approved.
2. THAT the Directors' remuneration report for the year ended 31 December 2019, as set out on pages 82 to 88 of the Annual Report, be and is hereby approved.
3. THAT the Directors' remuneration policy, as set out on pages 78 to 80 of the Annual Report, which takes effect immediately after the end of the AGM, be and is hereby approved.
4. THAT Dr. Raju Kucherlapati be and is hereby re-elected as a Director.
5. THAT Dr. John LaMattina be and is hereby re-elected as a Director.
6. THAT Dame Marjorie Scardino be and is hereby re-elected as a Director.
7. THAT Mr. Christopher Viehbach be and is hereby re-elected as a Director.
8. THAT Dr. Robert Langer be and is hereby re-elected as a Director.
9. THAT Ms. Daphne Zohar be and is hereby re-elected as a Director.
10. THAT Mr. Stephen Muniz be and is hereby re-elected as a Director.
11. THAT KPMG LLP be and is hereby reappointed as the auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next AGM at which accounts are laid before the Company.
12. THAT the Audit Committee of the Company be and is hereby authorised to agree to the remuneration of the auditors.

13. THAT, pursuant to section 551 of the Companies Act 2006, the Board of Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
- a. up to an aggregate nominal amount of £951,585.35; and
 - b. comprising equity securities (as defined in section 560 of the Companies Act 2006) up to a further aggregate nominal amount of £951,585.35 in connection with an offer by way of a rights issue:
 - i. to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities in the capital of the Company as required by the rights of those securities or, subject to such rights, as the Board of Directors otherwise considers necessary,

and so that the Board of Directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of any territory or the requirements of any regulatory body or stock exchange,

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 11 September 2021) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board of Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

These authorities are in substitution for all existing authorities under section 551 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

Special Resolutions

14. THAT if resolution 13 is passed and pursuant to sections 570 and 573 of the Companies Act 2006, the Board of Directors be given power to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority given by that resolution and to sell any ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:
- a. to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph b. of resolution 13, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):
 - i. to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Board of Directors otherwise considers necessary,

and so that the Board of Directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - b. otherwise than pursuant to paragraph a. above, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a. above) up to an aggregate nominal amount of £142,737.80,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 11 September 2021) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board of Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

This power is in substitution of all existing powers under sections 570 and 573 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

15. THAT if resolution 13 is passed, the Board of Directors be given power in addition to any authority granted under resolution 14 to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by resolution 13 and to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited to the allotment of equity securities or sale of treasury shares:

- a. up to an aggregate nominal amount of £142,737.80; and
- b. used only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Board of Directors determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 11 September 2021) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board of Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

16. THAT the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares") provided that:

- a. the maximum number of Ordinary Shares hereby authorised to be purchased is 28,547,560;
- b. the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is the nominal amount of that share; and

- c. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of:
 - i. an amount equal to 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
 - ii. an amount equal to the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time,

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 11 September 2021) but during this period the Company may enter into a contract to purchase Ordinary Shares, which would, or might, be completed or executed wholly or partly after the authority ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the authority had not ended.

17. THAT a general meeting other than an AGM may be called on not less than 14 clear days' notice.

The Directors consider that all resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and are more likely to promote the success of the Company for their benefit. The Directors unanimously recommend that you vote in favour of the proposed resolutions as they intend to do in respect of their own beneficial holdings.

The business of the AGM will be conducted on a poll.

BY ORDER OF THE BOARD



Stephen Muniz
Director and Company Secretary
8 April 2020

Registered Office:
8th Floor, 20 Farringdon Street,
London EC4A 4AB

Explanation of Annual General Meeting Business

The explanatory note gives further information in relation to the resolutions listed in the enclosed notice of the 2020 Annual General Meeting.

Resolutions 1 to 13 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14 to 17 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Receipt of the Company's Report and Accounts

The Directors must lay the Company's accounts, the Directors' Report, the Strategic Report and the Auditor's Report before the shareholders at the AGM for approval as this is a legal requirement.

Resolution 2: Directors' Remuneration Report

The Directors' Remuneration Report for the year ended 31 December 2019 can be found at pages 82 to 88 of the Annual Report. The Company's auditors, KPMG LLP, have audited those parts of the Directors' Remuneration Report that are required to be audited and their report may be found on pages 89 to 97 of the Annual Report. Under section 439 of the Companies Act 2006, the Company must give shareholders notice of an ordinary resolution approving the Directors' Remuneration Report. This vote is an advisory one and does not affect the actual historical remuneration paid to any individual Director.

Resolution 3: Directors' Remuneration Policy

The Directors' remuneration policy is contained in the Directors' remuneration report and can be found at pages 78 to 80 of the Annual Report. It sets out the policy of the Company with respect to the making of remuneration payments and payments for loss of office to the Directors. Under section 439A of the Companies Act 2006, there must be a binding shareholder vote on the Directors' remuneration policy at least once every three years (unless the Directors wish to change the policy within that three year period or the advisory vote on the Directors' remuneration report is not passed in any year subsequent to approval of the Directors' remuneration policy). The current Directors' Remuneration Policy was last approved at the 2019 AGM, but due to certain proposed revisions to the Policy described on page 76 of the Annual Report, it will be subject to another shareholder vote at the forthcoming 2020 AGM. This ordinary resolution is to approve the Directors' remuneration policy which, if passed, will take effect at the conclusion of the meeting. Once effective,

all future payments to Directors, past and present, must normally comply with the terms of the policy, unless specifically approved by shareholders in the general meeting. If the Directors' remuneration policy is not approved by the shareholders for any reason, the Company will, if and to the extent permitted to do so under the Companies Act 2006, continue to make payments to Directors in accordance with its existing contractual arrangements and will seek shareholder approval for a revised policy as soon as is practicable.

Resolutions 4 to 10: Directors

Resolutions 4 to 10 deal with the re-election of Directors. In accordance with the requirements of the UK Corporate Governance Code, all Directors are offering themselves for re-election. The biographies of each of the Directors are on pages 55 to 59 of the Annual Report. The Board believes that each Director standing for re-election brings considerable and wide-ranging skills and experience to the Board as a whole. The Chairman considers that each Director continues to make an effective and valuable contribution to the deliberations of the Board and demonstrates commitment to the role.

Under the Listing Rules of the Financial Conduct Authority, at the date of this circular, Invesco Asset Management Limited (acting as agent for and on behalf of its discretionary managed clients) ("**Invesco**") is considered to be a "controlling shareholder" of the Company.

Therefore, the re-election of non-executive Directors considered to be independent in accordance with the UK Corporate Governance Code (being Dr. Kucherlapati, Dr. LaMattina and Dame Scardino pursuant to resolutions 4 to 6 (inclusive)) must be approved by both a majority of the shareholders of the Company, and also the independent shareholders of the Company. Therefore, the votes cast will be calculated separately.

Upon their appointment to the Board in June 2015, the Board evaluated the independence of the three above mentioned Directors, in accordance with the UK Corporate Governance Code. At the time of writing, the Board considers that there have been no changes in circumstances or otherwise which might affect, or could appear to affect, the independent judgment or character of these Directors. In reaching this determination, the Board had regard to (i) their directorships and links with other Directors through their involvement in the Company's subsidiaries; and (ii) their equity interests in the Company and its subsidiaries. Further details of these directorships and interests are set out on pages 56 to 57 and on page 86 of the Annual Report. The Board is satisfied that the judgment, experience and challenging approach adopted by each of Dr. LaMattina, Dr. Kucherlapati and Dame Scardino should ensure that they each make a significant contribution to the work

of the Board and its committees. Therefore, the Board has determined that Dr. LaMattina, Dr. Kucherlapati and Dame Scardino are of independent character and judgment, notwithstanding the circumstances described at (i) and (ii) above.

Save as disclosed above, none of the independent non-executive Directors seeking re-election has any existing or previous relationship, transaction or arrangement with the Company, its Directors, any Explanation of Annual General Meeting Business controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of Listing Rule 13.8.17R (1).

All the independent non-executive Directors were appointed to the Board prior to the Company's listing and before the formation of the Nomination Committee. The Nomination Committee will lead the process for appointing new Directors in the future, by evaluating the particular skills, knowledge, independence, experience and diversity, including gender, that would benefit and balance the Board most appropriately for each appointment. Having established appropriate selection criteria, the Nomination Committee is responsible for identifying and recommending suitable candidates to the Board for its approval, and may consult with external consultants, advisers and Board members on prospective appointments.

Resolutions 7, 8, 9 and 10 deal with the election of non-independent Directors (being Mr. Viehbacher, Dr. Langer and the executive Directors, Ms. Zohar and Mr. Muniz).

Resolutions 11 & 12: Re-Appointment and Remuneration of Auditors

Under section 489 of the Companies Act 2006, auditors of a public company have to be appointed before the end of each AGM at which the Company's annual accounts are presented. The Audit Committee, which has evaluated the effectiveness and independence of the external auditors, has recommended to the Board that KPMG LLP be reappointed as auditor of the Company, to hold office from the conclusion of the AGM until the conclusion of the next AGM at which accounts are presented. Resolution 12 authorises the Audit Committee to determine KPMG LLP's remuneration.

Resolution 13: Directors' Authority to Allot

Generally, the Directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders. Resolution 13 renews a similar authority given at last year's AGM and is in two parts.

Paragraph a. of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £951,585.35 (representing 95,158,535 Ordinary Shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 31 March 2020, the latest practicable date prior to publication of this Notice.

In line with guidelines issued by the Investment Association, paragraph b. of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into shares up to a further aggregate nominal amount equal to one third of the issued ordinary share capital of the Company (excluding treasury shares) as at 31 March 2020, the latest practicable date prior to publication of this Notice, representing 95,158,535 Ordinary Shares, which will be applied (if at all) to fully pre-emptive rights issues only.

The authority sought under this resolution will expire at the earlier of 11 September 2021 and the conclusion of the AGM of the Company held in 2021.

The Directors have no present intention to exercise the authority sought under this resolution. However, if they do exercise the authority, the Directors intend to follow Investment Association guidelines concerning its use (including as regards the Directors standing for re-election in certain cases). As at the date of this Notice, no shares are held by the Company in treasury.

Resolutions 14 & 15: Disapplication of Pre-emption Rights

Generally, if the Directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Act) for cash, or sell treasury shares for cash, then under the Companies Act 2006 they must first offer such shares or securities to shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Paragraph a. of Resolution 14, which will be proposed as a special resolution, seeks to authorise the Directors to issue equity securities of the Company for cash, or sell treasury shares for cash, free from statutory pre-emption rights in connection with a rights issue as defined in Resolution 13.

Paragraph b. of Resolution 14 seeks authority to issue equity securities, or sell treasury shares, free from statutory pre-emption rights up to an aggregate nominal value of £142,737.80, which represents approximately 5 per cent of the Company's existing ordinary share capital as at 31 March 2020, being the latest practicable date prior to the publication of the Notice.

Resolution 15 seeks authority to issue equity securities free from statutory pre-emption rights up to an aggregate nominal value of an additional £142,737.80, which represents approximately 5 per cent of the Company's existing ordinary share capital as at 31 March 2020, being the latest practicable date prior to the publication of the Notice, to be used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice.

Resolutions 14 and 15 will enable the Directors to allot equity securities for cash or sell treasury shares for cash up to a maximum aggregate nominal amount of £285,475.60 without having to comply with statutory pre-emption rights.

The Directors intend to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated on 12 March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authorities in Resolution 14 and Resolution 15:

- in excess of an amount equal to 5 per cent of the total issued ordinary share capital of the Company (excluding treasury shares); or
- in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, without prior consultation with shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The power will expire at the earlier of 11 September 2021 and the conclusion of the AGM of the Company held in 2021. The Directors have no present intention to exercise the authority sought under this resolution.

Resolution 16: Authority to undertake Market Purchase of Own Shares

This resolution would give the Company the authority to purchase up to 10 per cent of its issued Ordinary Shares (excluding any treasury shares).

The Directors have no present intention of exercising the authority to make market purchases, however the authority provides the flexibility to allow them to do so in the future. The Directors will exercise this authority only when to do so would be in the best interests of the Company, and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company. Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange.

Ordinary Shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any Ordinary Shares the Company may purchase as treasury shares. The Company currently has no Ordinary Shares in treasury.

The minimum price, exclusive of expenses, which may be paid for an Ordinary Share is its nominal value. The maximum price, exclusive of expenses, which may be paid for an Ordinary Share is the highest of: (i) an amount equal to 5 per cent above the average market value for an Ordinary Share for the five business days immediately preceding the date of the purchase; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time.

As at 31 March 2020, the latest practicable date prior to publication of this Notice, the Company had options outstanding over 8,298,520 Ordinary Shares. These options represent 2.9 per cent of the Company's issued ordinary share capital and would represent 3.2 per cent of the Company's issued ordinary share capital if the full buy-back authority being sought is used and all Ordinary Shares bought back are cancelled and not held in treasury and re-issued. There are no warrants outstanding over any Ordinary Shares.

The Company is subject to the City Code on Takeovers and Mergers (the “**Takeover Code**”). Under Rule 9 of the Takeover Code (“**Rule 9**”) when:

- i. any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which, taken together with shares in which persons acting in concert with them are interested, carry 30 per cent or more of the voting rights of a company to which the Takeover Code applies, or
- ii. any person who, together with persons acting in concert with them, is interested in shares which in aggregate carry not less than 30 per cent of the voting rights of a company, but does not hold shares carrying more than 50 per cent of such voting rights and such person, or any person acting in concert with them, acquires an interest in any other shares which increases the percentage of the shares carrying voting rights in which they are interested,

then, in either case, that person is normally required to make a general offer in cash at not less than the highest price paid by them for any interest in shares of that company during the last 12 months, for all the remaining equity share capital of that company (whether voting or non-voting), and also to the holders of any class of transferable securities carrying voting rights issued by that company to acquire their shares or other securities (a “**Rule 9 offer**”).

Under Rule 37.1 of the Takeover Code (“**Rule 37.1**”), when a company purchases its own voting shares, any resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purpose of Rule 9. However, a shareholder who exceeds the percentage limits set out in Rule 9 as a result of a company purchasing its own voting shares and who is neither a director nor acting (or presumed to be acting) in concert with a director will not normally incur an obligation to make a Rule 9 offer, provided that person has not acquired or increased their interest in the company’s shares at a time when they had reason to believe that such a purchase of its own shares by the company would take place. However, the Takeover Panel should be consulted in all such cases.

Invesco currently controls voting rights over 90,161,997 Ordinary Shares representing approximately 31.6 per cent of the Company’s issued share capital. Invesco (acting as agent for and on behalf of its discretionary managed clients) does not have a nominee director on the Board of Directors, and in the view of the Company, is not treated as acting in concert with any of the Directors for the purposes of the Takeover Code.

If the Company were to repurchase from persons other than Invesco all the Ordinary Shares for which it is seeking authority to make on-market purchases, Invesco’s interest in shares would (assuming that the Company does not make any other allotments of Ordinary Shares and Invesco does not acquire any more Ordinary Shares) increase to approximately 35.1 per cent of the issued share capital of the Company by virtue of such a repurchase.

The Panel Executive has confirmed that on the basis that Invesco is not considered to be acting in concert with any of the Directors, the repurchase by the Company of up to 28,547,560 Ordinary Shares pursuant to the authority conferred by resolution 16 will not trigger a requirement for Invesco to make a mandatory offer under Rules 9 and 37 of the Takeover Code notwithstanding that this will result in Invesco’s shareholding increasing to 35.1 per cent of the issued share capital of the Company.

This authority will expire at the earlier of 11 September 2021 and the conclusion of the AGM of the Company held in 2021.

Resolution 17: Notice Period for General Meetings

Under the Companies Act 2006 the notice period required for all general meetings of the Company is 21 clear days, though shareholders can approve a shorter notice period for general meetings that are not AGMs, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days’ notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. If granted, this authority will be effective until the Company’s next AGM.

Notes to the Notice of the AGM

Proxy appointment

- 1 A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the AGM, or any adjournment thereof. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the number of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid. A proxy may only be appointed in accordance with the procedures set out in notes 2-3 and 10 below and the notes to the proxy form.
- 2 A form of proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
- 3 To appoint a proxy, the form of proxy and any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of any such power or authority), must be either (a) sent to the Company's Registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 10 below, or (c) the proxy appointment must be registered electronically on the website www.investorcentre.co.uk/eproxy or by using the QR Code printed on the form of proxy in each case so as to be received no later than 4 pm BST (11 a.m. EDT) on 9 June 2020 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 4 p.m. BST (11 a.m. EDT) on 9 June 2020 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Joint shareholders

- 4 In the case of joint holders of a share 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 joint holders, and for this purpose seniority shall be determined by the order in which the names appear in the register of members in respect of the share.

Nominated persons

- 5 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("**Nominated Persons**"). Nominated Persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Information about shares and voting

- 6 Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 31 March 2020, which is the latest practicable date before the publication of this document is 285,475,605 carrying one vote each on a poll. The Company does not hold any ordinary shares in treasury, therefore the total voting rights in the Company is at 31 March 2020 were 285,475,605.

Right to attend and vote

- 7 Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 4 p.m. BST (11 a.m. EDT) on 9 June 2020 or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

Venue arrangements

- 8 Members should note that the doors to the AGM will be open for registration at 10.15 a.m. EST (3.15 p.m. BST).
- 9 Mobile phones may not be used in the venue, and cameras, tape or video recorders and other such items as the Chair of the AGM may specify,

are not allowed in the venue. We reserve the right to confiscate these items for the duration of the AGM if they are used to record or otherwise disrupt the AGM.

CREST members

- 10 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual available on the website of Euroclear UK and Ireland Limited ("**Euroclear**") at www.euroclear.com. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

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's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC Participant ID 3RA50 by the latest time(s) for receipt of proxy appointments specified in Note 3 above. 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

- 11 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

Audit concerns

- 12 Shareholders should note that, under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM for the financial year ended 31 December 2019; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year ended 31 December 2019 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. Any such request must: (i) identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported; and (ii) be received by the Company at least one week before the meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Questions

- 13 Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of

an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Website information

- 14 A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at www.puretechhealth.com

Voting by poll

- 15 Each of the resolutions to be put to the meeting will be voted on by way of a poll and not a show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting.

Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

Shareholders' statement and AGM business

- 16 Under section 338 and section 338A of the Act, shareholders meeting the threshold requirements in those sections have the right to require the Company (i) to give to shareholders of the Company entitled to receive this Notice, notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory, or (c) it is frivolous or vexatious. Such a request may be in hard copy or electronic form and must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 30 April 2020, being the date falling six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Website publication of audit concerns

- 17 Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish

on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Use of electronic address

- 18 Members may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Documents available for inspection

- 19 Copies of the following documents may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at 8th Floor, 20 Farringdon Street, London, United Kingdom, EC4A 4AB up to and including the date of the AGM, and on the date of the AGM itself at the AGM venue 15 minutes before the meeting until it ends:
- the executive Directors' service contracts; and
 - letters of appointment of the non-executive Directors.

Communication

- 20 Except as provided above, shareholders who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted):
- by calling the Registrar's helpline on **+44 (0)370 702 0000**; or
 - by writing to the Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; or
 - by email to the Registrar **WebCorres@computershare.co.uk**

PURETECH

Developing BIG Medicines



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