

Not for distribution, directly or indirectly, in the United States of America, Canada, Australia or Japan

This announcement is for information purposes only and does not constitute an offer to sell or issue or the solicitation of an offer to buy, subscribe for or otherwise acquire any new ordinary shares of Mainstay Medical International plc in any jurisdiction

Terms used and not otherwise defined in this announcement have the meaning given to such terms in the circular published by Mainstay Medical International plc on 14 April 2020

Press Release

Mainstay Medical announces Results of Scheme Meeting and EGM

Dublin, Ireland, 8 May 2020 - On 7 April 2020, Mainstay Medical International plc (the “**Company**” or “**Mainstay**”) announced that it intended to establish a new Irish holding company for the Mainstay group (the “**Mainstay Group**”), Mainstay Medical Holdings plc (“**Mainstay Holdings**”) and to delist Mainstay’s ordinary shares from Euronext Paris and the Euronext Growth market operated by Euronext Dublin (the “**Delisting**”). It is intended that this new corporate structure will be a corporate reorganization implemented by means of a scheme of arrangement under Chapter 1 of Part 9 of the Companies Act 2014 (the “**Scheme**”, and, together with the Delisting, the “**Reorganization**”).

Mainstay is pleased to announce that today, 8 May 2020, two meetings of Mainstay shareholders were held in connection with the Reorganization and related matters. The first meeting was a meeting, convened by the Mainstay directors, of shareholders of Mainstay (the “**Scheme Meeting**”) to approve the Scheme. The second meeting was an extraordinary general meeting of Mainstay shareholders (the “**EGM**”) to approve certain matters related to the Reorganization.

At these meetings, all resolutions were duly passed. The results of the voting on each of the resolutions are available in the Additional Information section of this announcement.

The date of the hearing by the High Court of Ireland to sanction the Scheme will be announced in due course.

After the Reorganization, if sanctioned by the High Court, the Mainstay Holdings shares will not be admitted to trading on any regulated market or multilateral trading facility, and Mainstay Holdings will not be required to comply with the detailed disclosure requirements of the Transparency (Directive 2004/109/EC) Regulations 2007 (SI No. 277 of 2007), the Euronext Growth Markets Rule Book and the listing rules of Euronext Paris. However, from and after the Reorganization, Mainstay Holdings intends to provide to its shareholders unaudited half-year consolidated financial statements of the Mainstay Group, in addition to its annual audited consolidated financial statements. Shortly after Mainstay Holdings provides these financial statements to shareholders, it intends to hold a conference call with its shareholders to discuss its financial performance and to provide company updates.

ADDITIONAL INFORMATION

Scheme Meeting

The resolution proposed at the Scheme Meeting held today was duly passed.

The results of the voting on the resolution are as follows:

Resolution: To approve the Scheme.

Present (in person or by proxy) and voting			Votes for Resolution				Votes against the Resolution				Votes Withheld			
	No. of Shareholders	Ordinary Shares Represented	No. of Shareholders		Ordinary Shares Represented		No. of Shareholders		Ordinary Shares Represented		No. of Shareholders		Ordinary Shares Represented	
			No.	%	No.	%	No.	%	No.	%	No.	%	No.	%
Total	22	10,756,829	21	95.5	10,749,904	99.94	1	4.5	6,925	0.06	0	N/a	0	N/a

The total number of Scheme Shares (i.e. issued Mainstay ordinary shares at the record time for entitlement to vote at the Scheme Meeting) was 13,424,004.

Extraordinary General Meeting

The resolution proposed at the Extraordinary General Meeting held today was duly passed.

The results of the voting on the resolution are as follows:

Resolution	Votes for	%	Votes against	%	Votes withheld
To authorise the Directors to carry the Scheme and Delisting into effect and to amend the Articles of Association of the Company by the insertion of a new Article relating to the Scheme of Arrangement	10,247,953	99.93	6,925	0.07	0

The total number of Mainstay ordinary shares in issue at the record time for the entitlement to vote at the EGM was 13,424,004.

Note regarding withheld votes

The “Vote Withheld” option is provided to enable abstention on any particular resolution. However, it should be noted that a “Vote Withheld” is not a vote in law and is not counted in the calculation of the proportion of the votes “For” and “Against” a resolution.

About Mainstay

Mainstay is a medical device company focused on commercializing an innovative implantable restorative neurostimulation system, ReActiv8®, for people with disabling Chronic Low Back Pain (CLBP). The Company is headquartered in Dublin, Ireland. It has subsidiaries operating in Ireland, the United States, Australia, Germany and the Netherlands, and is listed on the regulated market of Euronext Paris (MSTY.PA) and Euronext Growth operated by Euronext Dublin (MSTY.IE).

About Chronic Low Back Pain

One of the root causes of CLBP is impaired control by the nervous system of the muscles that dynamically stabilize the spine. ReActiv8 is designed to electrically stimulate the nerves responsible for contracting these muscles to improve dynamic spine stability, allowing the body to recover from CLBP.

People with CLBP usually have a greatly reduced quality of life and score significantly higher on scales for pain, disability, depression, anxiety and sleep disorders. Their pain and disability can persist despite the best available medical treatments, and only a small percentage of cases result from an identified pathological condition or anatomical defect that may be correctable with spine surgery. Their ability to work or be productive is seriously affected by the condition and the resulting days lost from work, disability benefits and health resource utilization put a significant burden on individuals, families, communities, industry and governments.

Further information can be found at www.mainstay-medical.com

CAUTION – in the United States, ReActiv8 is limited by federal law to investigational use only.

PR and IR Enquiries:

LifeSci Advisors, LLC

Brian Ritchie

Tel: + 1 (212) 915-2578

Email: britchie@lifesciadvisors.com

FTI Consulting (for Ireland)

Jonathan Neilan or Patrick Berkery

Tel. : +353 1 765 0886

Email: mainstay@fticonsulting.com

Euronext Advisers:

Davy

Fergal Meegan or Barry Murphy

Tel: +353 1 679 6363

Email: fergal.meegan@davy.ie or barry.murphy2@davy.ie

Forward looking statements

This announcement includes statements that are, or may be deemed to be, forward looking statements. These forward looking statements can be identified by the use of forward looking terminology, including the terms “anticipates”, “believes”, “estimates”, “expects”, “intends”, “may”, “plans”, “projects”, “should”, “will”, or “explore” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward looking statements include all matters that are not historical facts. They appear throughout this announcement and include, but are not limited to, statements regarding the Company’s intentions, beliefs or current expectations concerning, among other things, the establishment of a new holding company of the Mainstay Group and the delisting of the Company’s ordinary shares from Euronext Paris and the Euronext Growth market of Euronext Dublin.

By their nature, forward looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward looking statements are not guarantees of future performance, and the actual results of the Company’s operations, the development of its main product, and the markets and the industry in which the Company operates may differ materially from those described in, or suggested by, the forward looking statements contained in this announcement. In addition, even if the Company’s results of operations, financial position and growth, and the development of its main product and the markets and the industry in which the Company operates are consistent with the forward looking statements contained in this announcement, those results or developments may not be indicative of results or developments in subsequent periods. A number of factors could cause results and developments of the Company to differ materially from those expressed or implied by the forward looking statements, including, without limitation, court approval of the scheme of arrangement, the outcome of the Company’s interactions with the FDA on a PMA application for ReActiv8 and the successful launch and commercialization of ReActiv8. As a result, investors should not rely on such forward-looking statements in making their investment decisions. No representation or warranty is made as to the achievement or reasonableness of, and no reliance should be placed on, such forward-looking statements. The forward-looking statements herein speak only at the date of this announcement. None of Mainstay, the Mainstay Board, Mainstay Holdings or the Mainstay Holdings Board assume any obligation to update or correct the information contained in this announcement, whether as a result of new information, future events or otherwise, except to the extent legally required. Nothing contained in this announcement shall be deemed to be a forecast, projection or estimate of the future financial performance of the Mainstay Group except where expressly stated.

Important Notices

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

The contents of this announcement are not to be construed as legal, financial or tax advice. Each prospective investor should consult his own legal adviser, financial adviser or tax adviser for legal, financial or tax advice, respectively.

Disclaimers

This announcement and the information it contains does not constitute and shall not be considered as constituting a public offer, an offer to subscribe or an intention to solicit the interest of the public for a public offering of Mainstay’s securities in Ireland, France, the United Kingdom, the United States or any other jurisdiction. This announcement does not comprise a prospectus or a prospectus equivalent document.

With respect to Member States of the European Economic Area, no action has been taken or will be taken to permit a public offering of the securities referred to in this announcement which would require the publication of a prospectus in any Member State. There will be no offer to the public of Mainstay Holdings Shares in any Member State of the European Economic Area and no prospectus or other offering document has been or will be prepared in connection with the issue of Mainstay Holdings Shares.

J&E Davy, trading as Davy, which is authorised and regulated in Ireland by the Central Bank of Ireland, is acting exclusively for the Company and Mainstay Holdings and no one else in connection with the Reorganization and will not be responsible to anyone other than the Company and Mainstay Holdings for providing the protections afforded to its clients or for providing any advice in relation to the Reorganization or any matter referred to herein.

The release, publication or distribution of this announcement and the documents referred to herein in jurisdictions other than Ireland, France and the United Kingdom may be restricted by law and therefore persons into whose possession any of this announcement and the documents referred to herein come should inform themselves about, and observe, any applicable restrictions or requirements. Any failure to comply with such restrictions may constitute

a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, Mainstay and Mainstay Holdings disclaim any responsibility or liability for the violation of such requirements by any person.

Notice to investors in the United States

The Reorganization relates to the shares of an Irish company (a “foreign private issuer” as defined under Rule 3b-4 under the U.S. Securities Exchange Act of 1934 (the “**Exchange Act**”)) and is proposed to be made by means of a scheme of arrangement provided for under, and governed by, Irish law (the “**Scheme**”). Neither the proxy solicitation rules nor the tender offer rules under the Exchange Act will apply to the Scheme. Accordingly, the Mainstay Holdings Shares to be issued pursuant to the Scheme have not been and will not be registered under the U.S. Securities Act of 1933 (the “**Securities Act**”) or under the relevant securities laws of any State or territory or other jurisdiction of the United States, and are expected to be offered in the United States in reliance upon the exemption from the registration requirements of the Securities Act provided by section 3(a)(10) thereof and exemptions provided under the laws of the States of the United States in which eligible Scheme Shareholders may reside.

For the purpose of qualifying for the exemption from the registration requirements of the Securities Act provided by section 3(a)(10) thereof with respect to the Mainstay Holdings Shares issued pursuant to the Scheme, Mainstay will advise the Court that its sanctioning of the Scheme will be relied upon by Mainstay Holdings as an approval of the Scheme, following a hearing on its fairness to Scheme Shareholders at which hearing all Scheme Shareholders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all such Scheme Shareholders.

The Mainstay Holdings Shares to be issued under or in connection with the Scheme to a Scheme Shareholder who is neither an affiliate, for the purpose of the Securities Act, of Mainstay or Mainstay Holdings on or prior to the time the Scheme becomes effective nor an affiliate of Mainstay Holdings at the time the Scheme becomes effective (the “**Scheme Effective Time**”) would not be “restricted securities” under the Securities Act. Scheme Shareholders who are affiliates of Mainstay or Mainstay Holdings on or prior to the Scheme Effective Time or affiliates of Mainstay Holdings after the Scheme Effective Time may, under Rule 145(d) under the Securities Act, be subject to timing, manner of sale and volume restrictions on the sale of Mainstay Holdings Shares received in connection with the Scheme. For the purpose of the Securities Act, an affiliate of either Mainstay or Mainstay Holdings is any person who directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with Mainstay or Mainstay Holdings respectively. Whether a person is an affiliate of either Mainstay or Mainstay Holdings for the purpose of the Securities Act depends on the circumstances. Persons who believe that they may be affiliates of either Mainstay or, after the Scheme Effective Time, Mainstay Holdings should consult their own legal advisers prior to any sale of the Mainstay Holdings Shares received upon the implementation of the Scheme.

The Scheme is subject to the disclosure requirements and practices applicable in Ireland to schemes of arrangement, which differ from the disclosure and other requirements of U.S. securities laws.

Mainstay and Mainstay Holdings are both incorporated under the laws of Ireland. Some or all of the officers and directors of Mainstay and Mainstay Holdings may be residents of countries other than the United States. It may not be possible to sue Mainstay and Mainstay Holdings in a non-U.S. court for violations of U.S. securities laws. It may be difficult to compel Mainstay, Mainstay Holdings and their respective affiliates to subject themselves to the jurisdiction and judgment of a U.S. court. It may not be possible to enforce in Ireland a judgment of a U.S. court in respect of violations of U.S. securities law.

None of the securities referred to in this announcement have been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor have such authorities passed upon or determined the adequacy or accuracy of the information contained in this announcement. Any representation to the contrary is a criminal offence in the United States.

There will be no public offer of securities in the United States.