THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or otherwise from another appropriately authorised and independent financial adviser.

If you have sold or transferred all of your ordinary shares in Premaitha Health PLC, please send this document and any other documents that accompany it as soon as possible 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. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.

NOTICE OF 2018
ANNUAL GENERAL MEETING

To be held at Greenheys Building, Manchester Science Park, Manchester M15 6JJ
at 2.00 p.m. on Thursday 25 October 2018
Notice of Annual General Meeting

PREMAITHA HEALTH PLC

Notice is hereby given that the Annual General Meeting of Premaitha Health PLC (the “Company”) will be held at Greenheys Building, Manchester Science Park, Manchester M15 6JJ at 2.00 p.m. on Thursday 25 October 2018 to transact the business set out below. Resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 and 11 will be proposed as special resolutions.

1. To receive the Company’s Report and Accounts for the year ended 31 March 2018.
2. To elect Lyn Rees as a Director.
3. To elect Keng Hsu as a Director.
4. To elect Hayden Jefferys as a Director.
5. To re-elect Adam Reynolds, who retires by rotation, as a Director.
6. To re-elect Nicholas Mustoe, who retires by rotation, as a Director.
7. To re-appoint Grant Thornton UK LLP as auditors of the Company.
8. To authorise the Directors to determine the auditors’ remuneration.

9. THAT the Directors be and they are hereby authorised generally and unconditionally for the purposes of Section 551 of the Companies Act 2006 (the “Act”) to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and/or rights being “Relevant Securities”) up to an aggregate nominal amount of £140,000, being one-third of the issued share capital of the Company as at the date of the AGM, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the date 15 months after the passing of this resolution and the conclusion of the Annual General Meeting of the Company to be held in 2019, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted or granted and the Directors may allot or grant Relevant Securities in pursuance of such offer or agreement notwithstanding the fact that the authority conferred by this resolution has expired.

This authority shall be in substitution for and shall replace any existing authority pursuant to Section 551 of the Act vested in the Directors as at the date of this Notice of Meeting to the extent that such authority was not already utilised at the date this resolution is passed.

10. THAT, subject to the passing of resolution 9, the Directors be and they are hereby generally empowered pursuant to Sections 570 and 573 of the Companies Act 2006 (the “Act”) to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred under resolution 9 above or by way of a sale of treasury shares as if sub-section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to:

(a) The allotment of equity securities in connection with a rights issue or any pre-emptive offer in favour of holders of ordinary shares in the Company where the equity securities attributable to the respective interests of such holders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them on the record date for such allotment subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or any legal or practical difficulties under the laws of, or the requirements of, any regulatory body or stock exchange of any overseas territory otherwise;

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £140,000, being one-third of the issued share capital of the Company as at the date of the AGM;

and shall expire on the earlier of the date 15 months after the passing of this resolution and the conclusion of the Annual General Meeting of the Company to be held in 2019, provided that the Company may before such expiry make an offer or agreement which would require equity securities to be allotted in pursuance of such offer or agreement as if the power conferred hereby had not expired and provided further that this power shall be in substitution for and supersede and revoke any earlier power given to directors.

11. THAT the name of the Company be changed to Yourgene Health plc.

By Order of the Board

Barry Hextall
1 October 2018
Notes:

1. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes they may cast), members must be entered in the Register of Members at close of business on Tuesday 23 October 2018 (“the specified time”). If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If however the meeting is adjourned for a longer period then, to be so entitled, members must be entered in the Company’s Register of Members at the time which is not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

2. A member of the Company who is entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote at the meeting in his stead. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy does not need to be a member of the Company.

3. The appointment of a proxy does not preclude you from attending the meeting and voting in person. If you appoint a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

4. A Form of Proxy is enclosed for use at the meeting. Please read carefully the instructions on how to complete the form. To be valid, a Form of Proxy (and any power of attorney or other authority under which it is executed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or authority) must be duly completed and returned so as to reach the Company’s Registrars at PXS, Link Asset Management, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 2.00 p.m. on Tuesday 23 October 2018. Alternatively you may submit your proxy (and any power or authority) electronically by following the instructions at the top of the enclosed Attendance Card. To be a valid electronic proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received by no later than 2.00 p.m. on Tuesday 23 October 2018.

5. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in “the CREST voting service” section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (CREST proxy appointment instruction) must be properly authenticated in accordance with the specifications of CREST’s operator, Euroclear UK & Ireland Limited (Euroclear), and must contain all the relevant information required by the CREST Manual. To be valid, 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 be transmitted so as to be received by Link Asset Services (ID RA10), as the Company’s “issuer’s agent”, by 2.00 p.m. on Tuesday 23 October 2018. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message’s receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer’s agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on “Practical limitations of the system”. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
Explanatory Notes to the Notice of Annual General Meeting

Resolution 1 – Receipt of the Annual Report and Accounts

The Directors are required by law to present to the meeting the Audited Accounts and Directors’ Report for the year ended 31 March 2018.

Resolutions 2 to 6 – Election and re-election of Directors

The Company’s Articles of Association require a Director who has been appointed by the Board of Directors during the year to retire at the Annual General Meeting next following his or her appointment. Lyn Rees and Keng Hsu were appointed as Directors of the Company on 3 July 2018. The Company announced on 20 September that Hayden Jefferys had been appointed to a senior commercial role and that he would be appointed as a Director of the Company upon completion of the customer due diligence process. It is expected that Mr Jefferys will be appointed to the Board before the AGM date. Consequently, all three will retire from office at the AGM and intend to stand for election by the shareholders for the first time.

The Company’s Articles of Association also require any Director who has not retired by rotation at either of the two preceding Annual General Meetings to retire. Additionally, one-third of the Directors are required to retire from office at each Annual General Meeting. Accordingly, Adam Reynolds and Nicholas Mustoe will retire from office at the AGM and both intend to stand for re-election by the shareholders.

Resolutions 7 and 8 – Auditor re-appointment and remuneration

The Auditors are required to be re-appointed at each Annual General Meeting at which the Company’s Audited Accounts are presented. Resolution 7, therefore, proposes the re-appointment of Grant Thornton UK LLP as Auditors. Resolution 8 authorises the Board to determine the Auditors’ remuneration.

Resolution 9 – General authority to allot shares

Under the Act, the Directors may only allot shares if authorised to do so. Whilst the current authority has not yet expired, it is customary to grant a new authority at each Annual General Meeting. Accordingly, this resolution will be proposed as an ordinary resolution to grant anew authority to allot (or grant rights over) new shares up to a maximum aggregate nominal amount of £140,000. This amount represents approximately one-third of the Company’s issued ordinary share capital as anticipated at the date of the Annual General Meeting. If given, this authority will expire on the earlier of the date 15 months after the passing of the resolution and the conclusion of the Company’s next annual general meeting. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of the Company’s shareholders when opportunities arise.

Resolution 10 – General power to disapply statutory pre-emption rights

The Directors require additional power from the Company’s shareholders to allot shares or sell shares out of treasury where they propose to do so for cash and otherwise than to the Company’s shareholders pro rata to their holdings. This resolution will give the Directors power to issue new ordinary shares for cash other than to the Company’s shareholders on a pro rata basis by way of a rights or similar pre-emptive issue and otherwise up to a maximum nominal amount of £140,000. This amount represents approximately one-third of the Company’s issued ordinary share capital as anticipated at the date of the Annual General Meeting. This resolution will be proposed as a special resolution.

Resolution 11 – Change of Company name

Any change of Company’s name must be approved by shareholders at a general meeting as a special resolution. Since the 2017 acquisition of Yourgene Bioscience, the Company has expanded its international reach and has started to extend its products and services beyond prenatal screening. The Directors propose to reflect this changing emphasis with the new corporate name of Yourgene Health plc which has greater international recognition and better reflects the broader product and service scope of the Company now and for its future plans.