

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your ordinary shares in the Company, please send this document and the accompanying proxy form as soon as possible to the purchaser or transferee, or to the stockbroker 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 some (but not all) of your ordinary shares in the Company, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

Proton Partners International Limited

To be renamed

Rutherford Health plc

(incorporated and registered in England and Wales with registered number 09420705)

Notice of Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London, EC4R 3TT on 28 August 2019 at 11:00 a.m. is set out in this document. A Form of Proxy for use at the Annual General Meeting is enclosed and, to be valid, the Form of Proxy must be completed in accordance with the instructions set out on it and returned to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR as soon as possible, but in any event not later than 5p.m. on 23 August 2019.

Copies of this document are available from the Company's registered office during normal business hours on any weekday (Saturday, Sunday and public holiday excepted) for a period of one month from the date of this document and from the Company's website at <https://www.proton-int.com/>.

Proton Partners International Limited

To be renamed

Rutherford Health plc

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Rutherford Health plc (company registration no. 09420705) (the "**Company**") will be held on 28 August 2019 at 11.00 am at Fieldfisher LLP, Riverbank House, 2 Swan Lane, London, EC4R 3TT. The business of the meeting will be to consider and, if thought fit, to pass the following ordinary and special resolutions:

Ordinary Resolutions

1. To receive the annual report and accounts for the financial year ended 28 February 2019.
2. To re-elect as a director of the Company Alain Baron, who retires and offers himself for re-election.
3. To re-elect as a director of the Company Christopher Evans, who retires and offers himself for re-election.
4. To re-elect as a director of the Company Rupert Lowe, who retires and offers himself for re-election.
5. To re-elect as a director of the Company Michael Moran, who retires and offers himself for re-election.
6. To re-elect as a director of the Company Karol Sikora, who retires and offers himself for re-election.
7. To re-elect as a director of the Company Paul Tuson, who retires and offers himself for re-election.
8. To re-elect as a director of the Company Michael von Bertele, who retires and offers himself for re-election.
9. To reappoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which audited financial statements of the Company are laid before the Company.
10. To authorise the directors to determine the remuneration of the Company's auditors.
11. THAT the directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**"), in substitution for all previous authorisations, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("**Rights**") in relation to equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £114,000 and this authorisation shall, unless previously revoked by resolution of the Company, expire fifteen months after the date on which this resolution is passed or, if earlier, at the conclusion of the next annual general meeting to be held in 2020. The Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.

Special Resolution

12 THAT the directors of the Company are empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorisation conferred by Resolution **Error! Reference source not found.**¹ above as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to allotments:

- (a) up to an aggregate nominal amount of £45,000 for shares allotted pursuant to the Woodford Commitment;
- (b) in connection with an offer of, or invitation to apply for, equity securities made to each person who holds ordinary shares in the Company to allot to him on the same or more favourable terms a proportion of those equity securities that is as nearly as practicable equal to the proportion in nominal value held by him of the ordinary share capital of the Company; and
- (c) (otherwise than pursuant to paragraph (a) or (b) above) up to an aggregate nominal amount of £25,000,

and this power shall, unless previously revoked by resolution of the Company, expire fifteen months after the date on which this resolution is passed or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2020. The Company may, at any time before the expiry of this power, make offers or enter into agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

BY THE ORDER OF THE BOARD

Paul Tuson
Company Secretary
5 August 2019

Registered office:
15 Bridge Street
Hereford
HR4 9DF

Notes

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only shareholders entered on the register of members of the Company at 6.00 p.m. on 23 August 2019 (or in the event that this meeting is adjourned, on the register of members at 6.00 p.m. on the day preceding the date fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. A shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.

3. The appointment of a proxy will not preclude a shareholder from attending in person at the meeting and voting if he or she wishes to do so.

Appointment of proxy using the accompanying proxy form

4. A proxy form is enclosed. To appoint more than one proxy, please photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope. In the case of joint shareholders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
5. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's registrars, Share Registrars Limited of The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, United Kingdom, or scanned and sent by email to voting@shareregistrars.uk.com, so as to be received not later than 5.00 p.m. on 23 August 2019 or in the event of any adjournment of the meeting not less than 48 hours (excluding non-business days) before the time fixed for the holding of the adjourned meeting (as the case may be).

Appointment of proxy through CREST

6. CREST members who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), 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 instruction made using the CREST service 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, regardless of whether it constitutes the appointment of a proxy or is 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 Share Registrars Limited (ID 7RA36) no later than 5:00pm on 23 August 2019, or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding non-business days). 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 Share Registrars Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) 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.
7. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Changing proxy instructions

8. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

Termination of proxy appointments

9. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.

Joint shareholders

10. In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

Corporate representatives

11. A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

Communication

12. You may not use any electronic address provided in this notice of general meeting or in any related documents (including the accompanying proxy form) to communicate with the Company for any purposes other than those expressly stated.

PLEASE COMPLETE IF YOU DO NOT INTEND TO ATTEND IN PERSON

FORM OF PROXY

*For use in connection with Annual General Meeting
(Company No: 09420705)*

I (Name(s) in full in block
capitals) of address
.....

being a member of the above named Company hereby appoint

Name of proxy	No. of shares

or, failing him/her the Chairman of the Meeting, as my proxy to vote for me on my behalf in accordance with the instructions set out below at the Annual General Meeting of the Company to be held on 28 August 2019 and at any adjournment thereof.

Please tick this box if this form is one of multiple instructions being given.

Please delete "Either" or "Or" below and mark "For", "Against" or "Vote Withheld" as appropriate and return this form to the Company Secretary/Company's registrars, Share Registrars Limited of The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, United Kingdom, so as to be received so as to be received not later than 5.00 p.m. on 23 August 2019 or in the event of any adjournment of the meeting not less than 48 hours (excluding non-business days) before the time fixed for the holding of the adjourned meeting (as the case may be).

To be valid this form must be lodged with the Company's registrars not later than 5.00 p.m. on 23 August 2019 or in the event of any adjournment of the meeting not less than 48 hours (excluding non-business days) before the time fixed for the holding of the adjourned meeting (as the case may be).

Either	To vote as my Proxy or failing him/her as the Chairman thinks fit			
Or		For	Against	Vote Withheld
	Resolution 1			
	Resolution 2			
	Resolution 3			
	Resolution 4			

	Resolution 5			
	Resolution 6			
	Resolution 7			
	Resolution 8			
	Resolution 9			
	Resolution 10			
	Resolution 11			
	Resolution 12			

Signed

Name

Date