

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.

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 31 August 2021 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 11:00 a.m. on 26 August 2021.

In light of the continuing outbreak of Coronavirus (COVID-19) and in order to protect the health and wellbeing of our Shareholders, officers and employees the Board will be implementing the following measures in respect of the Annual General Meeting:

- We expect only two Shareholder Directors to be in attendance in person at the venue for quorum purposes to conduct the business of the meeting.
- No other Directors will be present in person.
- Whilst the Annual General Meeting is open to Shareholders to attend, the Board would, nevertheless, like to encourage Shareholders to vote by completing and delivering proxies in accordance with the instructions set out in the Form of Proxy in so far as this is possible and to raise any questions in relation to the business of the Annual General Meeting in advance. In so far as is relevant to the business of the meeting, such questions will be responded to by email and taken into account as appropriate at the Annual General Meeting itself.

Voting at the Annual General Meeting will be carried out by way of poll so that votes cast in advance and the votes of all Shareholders appointing the Chairman of the meeting as their proxy can be taken into account. As usual, the results of the Annual General Meeting will be announced as soon as practicable after it has taken place.

Further information regarding the arrangements for this year's Annual General Meeting is available on the Company's website at www.rutherfordhealth.com

Copies of this document are available from the Company's registered office during normal business hours (excluding Saturdays, Sundays and bank holidays) for a period of one month from the date of this notice of meeting and from the Company's website at <https://www.rutherfordhealth.com>.

LETTER FROM THE CHAIRMAN

RUTHERFORD HEALTH PLC

(incorporated and registered in England and Wales under the Companies Act 2006 with registered number 09420705)

Directors

Rupert Lowe (Non-Executive Chairman)
Mike Moran MBE (Chief Executive Officer)
Professor Karol Sikora (Chief Medical Director)
Marcus King (Finance Director)
Dr. Michael von Bertele CB, OBE (Non-Executive Director)
Alain Baron (Non-Executive Director)
Sir Christopher Evans (Non-Executive Director)

Registered Office

Suite 4, Penn House
9-10 Broad Street
Hereford
HR4 9AP

6 August 2021

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

This circular contains a notice convening the Annual General Meeting of Rutherford Health plc (the "**Company**"). The meeting will be held on Tuesday, 31 August 2021 at 11:00 a.m. at Fieldfisher's offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT.

The Company needs to hold this Annual General Meeting in order to pass certain resolutions to ensure that the Board has the requisite authorities to continue to run the business in an efficient manner. Whilst the Annual General Meeting is open to Shareholders to attend, the Board would nevertheless like to encourage Shareholders to vote by completing and delivering proxies in accordance with the instructions set out in the Form of Proxy in so far as this is possible and to raise any questions in relation to the business of the Annual General Meeting in advance. In so far as is relevant to the business of the meeting, such questions will be responded to by email and taken into account as appropriate at the Annual General Meeting itself.

As the Company's auditors have not finalised their audit of the Company's accounts, there will be no resolutions proposed at this Annual General Meeting for either the approval of the Company's annual report and financial statements or the re-appointment of the Company's auditors. The Company anticipates that the audit will be finalised by the end of August and following this the Company intends to convene a further general meeting of the Company to deal with these matters.

Should you have any questions with regard to the business of the Annual General Meeting, please send such questions by email to Investors@therutherford.com or by post, addressed to myself, at the Company's registered office until 11:00 a.m. on 26 August 2021 and we will endeavour to address your questions as soon as practicable.

2. ANNUAL GENERAL MEETING AND THE RESOLUTIONS

Set out at the end of this document is the formal notice of meeting. There are a number of items of business to be considered. Resolutions a) and b) are ordinary resolutions and require a majority of over 50 per cent. of the votes cast to be in favour of the resolution. Resolution c) is a special resolution; for a special resolution to be passed, at least 75 per cent. of the votes cast must be in favour of the resolution. The resolutions proposed at this Annual General Meeting will be as follows:

- a) To re-elect as a Director of the Company Marcus King, who was appointed since the last Annual General Meeting.
- b) To authorise the Directors to allot ordinary shares of £0.001 each in the capital of the Company up to (1) an aggregate nominal amount of £66,004 representing approximately one third of the current issued share capital of the Company and (2) a further aggregate nominal amount of £66,004 in connection with a rights issue to holders of ordinary shares made in proportion to their respective shares held by them and to holders of any other class of equity securities.
- c) To authorise the Directors to allot equity securities for cash pursuant to the authority conferred by resolution (b) on a non pre-emptive basis up to a nominal amount of £19,802 which represents approximately 10 per cent of the Company's current issued share capital.

3. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Voting at the Annual General Meeting will be carried out by way of poll so that votes cast in advance and the votes of all Shareholders appointing the Chairman of the Meeting as their proxy can be taken into account. As usual, the results of the Annual General Meeting will be announced as soon as practicable after it has taken place.

Submission of a proxy vote will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof, although, the Board would nevertheless like to encourage Shareholders to vote by completing and delivering proxies in accordance with the instructions set out in the Form of Proxy in so far as this is possible. Shareholders may submit relevant questions relating to the Annual General Meeting by sending them to Investors@therutherford.com and in so far as is relevant to the business of the meeting, these will be taken into account as appropriate at the Annual General Meeting itself. This facility will be available until 11:00 a.m. on 26 August 2021.

Further information regarding the arrangements for this year's Annual General Meeting is available on the Company's website at <https://www.rutherfordhealth.com>.

Copies of this document are available from the Company's registered office during normal business hours (excluding Saturdays, Sundays and bank holidays) for a period of one month from the date of this notice of meeting and from the Company's website at www.rutherfordhealth.com.

4. RECOMMENDATION

The Directors, who have beneficial interests in 9,693,285 ordinary shares representing 4.9 per cent. of the share capital of the Company, consider the resolutions to be in the best interests of the Company and

recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings in the Company.

Yours faithfully

Rupert Lowe
Non-Executive Chairman

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 31 August 2021 at 11:00 a.m. at Fieldfisher LLP, Riverbank House, 2 Swan Lane, London, EC4R 3TT. 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 11:00 a.m. on 26 August 2021.

The Annual General Meeting will consider the following business:

Ordinary Business

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

- 1 To re-elect as a Director of the Company Marcus King, who was appointed since the last Annual General Meeting.

Special Business

To consider and, if thought fit, pass the following resolutions as an ordinary resolution in respect of the resolution numbered 2 and as a special resolution in respect of the resolution numbered 3:

- 2 THAT, in substitution for all previous authorities, the Directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**") 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**")
 - (a) up to an aggregate nominal amount of £66,004; and
 - (b) in addition to the amount referred to in paragraph (i) above, up to a further aggregate nominal amount of £66,004 in connection with a rights issue to: (a) holders of ordinary shares made in proportion (as nearly as practical) to the respective number of ordinary shares held by them on the record date that the Directors may determine for such allotment, and (b) holders of any other class of equity securities (within the meaning of section 560 of the Act) entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

PROVIDED that this authority 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 2022. 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 authority had not expired.

3 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 authority conferred by resolution 6 above as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to:

(a) the allotment of equity securities 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

(b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £19,802,

PROVIDED that 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 2022. 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

Marcus King
Company Secretary
6 August 2021

Registered office:
Suite 4, Penn House
9-10 Broad street
Hereford
HR4 9AP

COVID Measures

1. Shareholders should note that, in the event that Government measures should be altered prior to the date of the Annual General Meeting, the Company will announce, via a RNS release, any change in the arrangements which it feels would be practical to implement.

Entitlement to attend and vote

2. 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 26 August 2021 (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

3. 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 ordinarily be a Shareholder of the Company. **However, with only two Directors intending to attend the Annual General Meeting, it is recommended that the Chairman of the Company be appointed as your proxy.** 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.
4. 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.
5. Shareholders may submit relevant questions relating to the Annual General Meeting by sending them to investors@therutherford.com and in so far as is relevant to the business of the meeting, will be taken into account as appropriate at the Annual General Meeting itself. This facility will be available until 11:00 a.m. on 26 August 2021.

Appointment of proxy using the accompanying proxy form

6. 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. In the event that more than one proxy shall be received in respect of the same shares the proxy signed by the most senior name on the register of members shall be accepted.
7. 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 by email to voting@shareregistrars.uk.com so as to be received no later than 11:00 a.m. on 26

August 2021 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a working day).

Appointment of proxy through CREST

8. 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 11:00 a.m. on 26 August 2021, or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a working day). 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.
9. 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

10. 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

11. 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

12. 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

13. 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

14. You may not use any electronic address provided in this notice of Annual 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.

Issued share capital and total voting rights

15. As at 5 August 2021 (being the last practicable date prior to the publication of this notice) the Company's issued ordinary share capital consists of 198,011,700 ordinary shares of £0.001 each. This figure of 198,011,700 may be used by Shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in the Company, under the DTRs.

PLEASE COMPLETE

**RUTHERFORD HEALTH PLC
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 31 August 2021 and at any adjournment thereof.

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

Please 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.

To be valid this form must be lodged with the Company's registrars no later than 11:00 a.m. on 26 August 2021, or if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a working day).

	For	Against	Vote Withheld
Resolution 1 (To re-elect Marcus King as a Director)			
Resolution 2 (To allot shares)			
Resolution 3 (To allot shares for cash and dis-apply pre-emption rights)			

Signed

Name

Date