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If you have recently sold or transferred all of your shares in MyHealthChecked PLC, please forward this document, together with the accompanying form of proxy, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. If you have sold or transferred only part of your holding of shares in MyHealthChecked PLC, please contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

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## **MyHealthChecked PLC**

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 06573154)*

### **Placing of, and Subscriptions for, 194,285,714 new Ordinary Shares at 1.75 pence per share Notice of General Meeting**

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The Directors accept responsibility for the information contained in this document. To the best of the knowledge and belief of all the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The distribution of this document in jurisdictions other than the UK may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdictions. In particular, this document should not be forwarded or transmitted in or into the United States, Canada, Australia, South Africa, Japan or any other jurisdiction where it would be illegal to do so. The Ordinary Shares have not been registered under the United States Securities Act 1933 (as amended) or under any of the relevant securities laws of any state of the United States or of Canada, Australia, South Africa or Japan. Accordingly, none of the Ordinary Shares may (unless an exemption under relevant securities laws is applicable) be offered, sold, resold or delivered, directly or indirectly, in or into the United States, Canada, Australia, South Africa or Japan or for the account or benefit of any such person located in the United States, Canada, Australia, South Africa or Japan.

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), the Placing Shares or the Subscription Shares. This document does not contain an offer of transferrable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This document has not been examined or approved by the Financial Conduct Authority, the London Stock Exchange or any other regulatory authority.

Application will be made for the Placing Shares and the Firm Subscription Shares to be admitted to trading on AIM, with dealings expected to commence on 19 February 2021, on the assumption that, *inter alia*, the Resolutions are passed. Application will be made for admission of the Conditional Subscription Shares to trading on AIM following confirmation from Her Majesty's Revenue & Customs ("HMRC") that the Conditional Subscription Shares are eligible for relief under the Enterprise Investment Scheme. The Placing Shares, the Firm Subscription Shares and the Conditional Subscription Shares will, when issued, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares and otherwise rank *pari passu* in all respects with the Existing Ordinary Shares.

A notice of a General Meeting of the Company to be held at 11.00 a.m. on 18 February 2021, is set out at the end of this document.

Please complete, sign and return the form of proxy, in accordance with the instructions printed thereon so as to arrive as soon as possible and, in any event, in order to be valid, so as to be received by Neville Registrars Limited no later than 11.00 a.m. on 16 February 2021. We advise that you note that only the Chairman of the General Meeting can be appointed as your proxy for the General Meeting and in addition Shareholders cannot attend the General Meeting in person.

If you hold your shares in uncertificated form in CREST you may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual as set out in the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Neville Registrars Limited (ID 7RA11) no later than 11.00 a.m. on 16 February 2021.

**In light of the public health advice in response to the COVID-19 pandemic, including to limit travel and public gatherings, the Company strongly encourages all Shareholders to submit their form of proxy, appointing the chairman of the General Meeting as proxy. Attendance in person at the General Meeting is not possible.**

Copies of this document will be available on the website of the Company at <http://www.MyHealthCheckedplc.com/>

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

**2021**

Announcement of the Placing and Subscriptions	on 29 January
Posting of the Circular and the form of proxy	on 1 February
Latest time and date for receipt of forms of proxy for the General Meeting	11.00 a.m. on 16 February
General Meeting	11.00 a.m. on 18 February
Announcement of the result of the General Meeting	18 February
<b>Admission of the Placing Shares and Firm Subscription Shares to trading on AIM</b>	<b>8.00 a.m. on 19 February</b>
Expected date of despatch of definitive share certificates for the Placing Shares and Firm Subscription Shares in certificated form (certificated holders only)	by 4 March

### Notes:

- 1 References to times in this document are to London time unless otherwise stated.
- 2 If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by an announcement on an RNS (and posted on the Company's website).
- 3 All events in the above timetable following the General Meeting are conditional upon approval by the Shareholders of the Resolutions.

## PLACING STATISTICS

Existing Ordinary Shares in issue as at the date of this Document	517,821,675
Percentage of the Enlarged Share Capital represented by the Placing Shares and the Firm Subscription Shares	22.8%
Percentage of the Enlarged Share Capital represented by the Conditional Subscription Shares	4.0%
Issue Price	1.75p
Gross proceeds of the Placing and the Subscriptions	£3.4 million
Estimated net proceeds of the Placing and the Subscriptions	£3.14 million

## DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise.

<b>“Act”</b>	Companies Act 2006
<b>“Admission”</b>	the admission of the Placing Shares and Firm Subscription Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules
<b>“AIM”</b>	the market of that name operated by London Stock Exchange plc
<b>“AIM Rules”</b>	the AIM Rules for Companies whose securities are traded on AIM, as published by the London Stock Exchange from time to time
<b>“Articles”</b>	the Company’s articles of association
<b>“Board” or “Directors”</b>	the directors of the Company at the date of this Document, whose names are set out on page 7 of this Document
<b>“Circular” or “Document”</b>	this document dated 1 February 2021
<b>“Closing Price”</b>	2.05 pence, being the closing mid-market share price on 28 January 2021
<b>“Conditional Subscription”</b>	the subscription for the Conditional Subscription Shares at the Issue Price by Mercia EIS, which is conditional upon confirmation from Her Majesty’s Revenue & Customs (“HMRC”) that the Conditional Subscription Shares qualify for relief under the Enterprise Investment Scheme (“EIS”)
<b>“Conditional Subscription Shares”</b>	the 28,571,428 Ordinary Shares the subject of the Conditional Subscription
<b>“Convertible Loan Note”</b>	the convertible loan note of the Company duly constituted by a convertible loan note instrument executed by the Company on 7 April 2020 and issued to Mercia GP in the sum of £101,000 on 24

	April 2020
<b>“Company”</b>	MyHealthChecked PLC, a company registered in England and Wales with registered number 06573154
<b>“Conversion Shares”</b>	the 13,138,647 new Ordinary Shares to be issued following exercise of the conversion rights by Mercia GP under the Convertible Loan Note in respect of the outstanding principal and accrued interest
<b>“EIS Relief”</b>	relief under the Enterprise Investment Scheme
<b>“Enlarged Share Capital”</b>	together the Existing Ordinary Shares, the Placing Shares, the Firm Subscription Shares, the Conditional Subscription Shares and the Conversion Shares
<b>“Existing Ordinary Shares”</b>	the 517,821,675 ordinary shares of 0.1p each in the capital of the Company
<b>“Existing Shareholders”</b>	holders of Ordinary Shares at the date of this document
<b>“FCA”</b>	the Financial Conduct Authority
<b>“Firm Subscription”</b>	the conditional subscription for the Firm Subscription Shares at the Issue Price, the subscribers for which include Mercia GP, Mrs P McCormick, Mrs M Kennedy, Mr L Rees and Mr A Reynolds
<b>“Firm Subscription Shares”</b>	the 39,085,710 Ordinary Shares the subject of the Firm Subscription
<b>“form of proxy”</b>	the form of proxy accompanying this Document (or otherwise available) for use at the General Meeting
<b>“FYSC”</b>	Enterprise Ventures (General Partner FY Seedcorn) Limited as general partner of Finance Yorkshire Seedcorn LP
<b>“General Meeting” or “GM”</b>	the General Meeting of Shareholders to be held at 11.00 a.m. on 18 February 2021
<b>“Group”</b>	the Company and its subsidiaries as at the date of this Document
<b>“Issue Price”</b>	1.75p per Placing Share and Subscription Share
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“Mercia”</b>	Mercia GP, Mercia EIS and FYSC
<b>“Mercia EIS”</b>	Share Nominees Limited as nominee of the Mercia EIS Funds, the transparent contractual funds invested by beneficial owners seeking EIS and SEIS reliefs which are managed by Mercia Fund Management Limited
<b>“Mercia GP”</b>	Mercia (General Partner) Limited as general partner of Mercia Investment Plan LP

<b>“Oberon”</b>	Oberon Investments, a trading name of MD Barnard & Company Limited, the Company’s broker
<b>“Ordinary Shares”</b>	ordinary shares of 0.1p each in the capital of the Company
<b>“Placing”</b>	the conditional placing of the Placing Shares at the Issue Price, further details of which are set out in paragraph 2 of the Letter from the Chairman
<b>“Placing Agreement”</b>	the conditional agreement dated 28 January 2021 between (1) the Company, (2) Oberon and (3) SPARK relating to the Placing
<b>“Placing Shares”</b>	the 126,628,576 Ordinary Shares the subject of the Placing
<b>“Proposals”</b>	the proposals set out in this Document which Shareholders are being asked to consider and, if thought fit, approve, comprising (i) the authority to allot Ordinary Shares and (ii) the dis-application of pre-emption rights
<b>“Resolutions”</b>	the resolutions set out in the notice of General Meeting
<b>“SPARK”</b>	SPARK Advisory Partners Limited, the Company’s Nominated Adviser
<b>“Shareholders”</b>	holders of Ordinary Shares in the Company from time to time
<b>“Sterling” or “£”</b>	the lawful currency of the UK
<b>“Subscriptions”</b>	together the Firm Subscription and the Conditional Subscription
<b>“Subscription Shares”</b>	together the Firm Subscription Shares and the Conditional Subscription Shares
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“US” or “United States”</b>	the United States of America, its territories and possessions, any states of the United States of America and the District of Columbia and all other areas subject to its jurisdiction.

## **MyHealthChecked PLC**

(Incorporated in England and Wales under the Companies Act 1985 with registered number 06573154)

Registered Office: The Maltings, East Tyndall Street, Cardiff, Wales, CF24 5EA

### **Directors:**

Adam Reynolds\* (Chairman)

Penny McCormick (Chief Executive Officer)

Maddy Kennedy (Chief Financial Officer)

Peter Dines\*

Neil Mesher\*

Lyn Rees\*

\*non executive

### **To Shareholders**

1 February 2021

Dear Shareholder,

## **Placing of, and Subscriptions for, 194,285,714 new Ordinary Shares at 1.75 pence per share Notice of General Meeting**

### **1. Background to and reasons for the General Meeting**

Your Board announced on 29 January 2021 that the Group intends to raise £3.4 million before fees and expenses by a placing of, and subscriptions for, 194,285,714 new Ordinary Shares with existing and new investors at a placing price of 1.75 pence per Placing Share. The Issue Price represents a discount of approximately 14.6 per cent. to the Closing Price of 2.05 pence per Ordinary Share on 28 January 2021, being the last practical date prior to the announcement of the opening of the bookbuild for the Placing and Subscriptions.

The Placing Shares and Firm Subscription Shares will represent approximately 22.8 per cent. of the Company's Enlarged Share Capital. The Conditional Subscription Shares will represent 4.0 per cent. of the Company's Enlarged Share Capital.

The Placing Shares have been placed, and the Firm Subscription Shares have been subscribed for, conditional, *inter alia*, on the passing of the Resolutions being proposed at the General Meeting and upon Admission (which is expected to become effective with dealings in the Placing Shares and the Firm Subscription Shares to commence on 19 February 2021). In addition, the Conditional Subscription Shares have been subscribed for conditional upon receipt of confirmation from HMRC that the Conditional Subscription Shares qualify for EIS relief. **Neither the Placing, the Firm Subscription nor the Conditional Subscription has been underwritten.**

For the Placing and Subscriptions to proceed, the Company requires Shareholders' approval to authorise the Directors to allot the Placing Shares and Subscription Shares and disapply statutory pre-emption rights in relation to the issue of the Placing Shares and Subscription Shares.

I am therefore writing to provide you with details of the Placing and Subscriptions, and to give you notice of the General Meeting at which the resolutions to approve the Placing and Subscriptions will be put to Shareholders. The General Meeting is to be held at 11.00 a.m. on 18 February 2021.

The formal notice of General Meeting is set out at the end of this document.

As such, the Board is seeking the authority to allot and issue the Placing Shares and the Subscription Shares, as well as Ordinary Shares (and/or rights to subscribe for them) up to the aggregate nominal value of £172,606.

**In light of the public health advice in response to the COVID-19 pandemic, including to limit travel and public gatherings, the Company strongly encourages all Shareholders to submit their form of proxy, appointing the chairman of the General Meeting as proxy, as attendance at the General Meeting in person is not possible. Only the formal business of the Resolutions will be carried out at the General Meeting and no update will be provided.**

## **2. Details of the Placing**

The Placing has raised approximately £2.216 million (before expenses) for the Company (by way of an accelerated bookbuild) of 126,628,576 Ordinary Shares at the Issue Price with investors.

The Placing Shares are being placed conditional, *inter alia*, on the passing of the Resolutions at the General Meeting.

The Company, Oberon and SPARK have entered into the Placing Agreement, pursuant to which Oberon has agreed to use its reasonable endeavours to procure places pursuant to the Placing. The Company has agreed to pay all costs and expenses relating to the Placing and the applications for Admission including commission payable to Oberon.

The Placing Agreement contains certain warranties and indemnities by the Company in favour of SPARK and Oberon. It also contains provisions entitling SPARK and Oberon to terminate the Placing Agreement if, amongst other things, a breach of any of the warranties occurs or an event occurs which is material in the context of the Placing.

The Placing is conditional upon, *inter alia*:

- the Resolutions being duly passed at the General Meeting by 18 February 2021;
- Admission becoming effective on or before 8.00 a.m. on 19 February 2021 or such later time and/or date as the Company, Oberon and SPARK may agree, but in any event by no later than 8.00 a.m. on 19 March 2021;
- the Placing Agreement having become unconditional in all respects and not having been terminated; and
- completion of the Firm Subscription.

The Placing is not being underwritten. The Placing Shares are expected to be allotted on 18 February 2021, with Admission expected on 19 February 2021.

The Placing will result in the issue of 126,628,576 new Ordinary Shares representing approximately 17.5 per cent. of the Enlarged Share Capital. The Placing Shares, when issued and fully paid, will rank *pari passu* in all respects with the Existing Ordinary Shares on Admission.

## **3. The Subscriptions**

### *Firm Subscription*

The Firm Subscription has raised approximately £684,000 for the Company by the conditional issue of 39,085,710 Ordinary Shares at the Issue Price with Mercia GP, the Participating Directors (as set out in paragraph 6 below) and other subscribers.

The Firm Subscription is conditional upon, *inter alia*:

- the Resolutions being duly passed at the General Meeting by 18 February 2021;
- the Placing Agreement having become unconditional in all respects and not having been terminated; and
- Admission becoming effective on or before 8.00 a.m. on 19 February 2021 or such later time and/or date as the Company, Oberon and SPARK may agree, but in any event by no later than 8.00 a.m. on 19 March 2021.

The Firm Subscription Shares are expected to be allotted on 18 February 2021, with Admission expected on 19 February 2021.

#### *Conditional Subscription*

The Conditional Subscription has conditionally raised £500,000 for the Company by the conditional issue of 28,571,428 Ordinary Shares at the Issue Price with Mercia EIS (as set out in paragraph 6 below).

The Conditional Subscription is conditional upon, *inter alia*:

- the Resolutions being duly passed at the General Meeting by 18 February 2021;
- the Placing Agreement having become unconditional in all respects and not having been terminated;
- confirmation from HMRC that the Conditional Subscription Shares are eligible for relief under the Enterprise Investment Scheme;
- admission of the Conditional Subscription Shares to trading on AIM becoming effective by no later than 31 March 2021.

#### **4. Settlement and dealings**

Application has been made to the London Stock Exchange for the Placing Shares and Firm Subscription Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Placing Shares and the Firm Subscription Shares will commence on 8.00 a.m. on 19 February 2021, subject, *inter alia*, to the passing of the Resolutions at the General Meeting. Application will be made for admission of the Conditional Subscription Shares to trading on AIM following confirmation from HMRC that the Conditional Subscription Shares are eligible for relief under the Enterprise Investment Scheme.

#### **5. Strategy and Use of Proceeds**

##### ***Strategy***

The Company is seeking to become the UK's leading business-to-consumer testing business addressing the high growth structural shift from consumers to use affordable tests delivered to their home, and with a digitally delivered outcome and actionable advice. Since the new management team has joined the board, a new strategy was built in 2020. The Company has since invested to grow in 2021 and beyond. The strategy involves bringing simple, reliable, affordable health tests to market, building on the Company's existing portfolio. The Company has added, and will further add new tests, including those complementary to its core offering in female fertility. In addition, it is focused on addressing new markets with new tests: cost based managed to ensure a capital efficient operation.

The Company has already announced strong partnerships with established UK diagnostic businesses – EKF Diagnostics plc, Abingdon Health plc and Yourgene plc.

The primary use of the net proceeds of £3.14 million will be to invest in developing and extending the MyHealthChecked PLC portfolio through new product development. Additionally, there is a requirement to strengthen and develop the marketing effort, appointing core marketing personnel, and continuing to refine the direct-to-consumer activities, through retail launch and targeting strategic commercial contracts to exploit the MyHealthChecked PLC portfolio.

The Company intends to develop a smartphone “app” to enable further data capture and improve engagement whilst providing information to service the market. Similarly, the net proceeds will provide additional working capital to enable the Company to continue to develop and improve its internal systems, controls and compliance.

## 6. Related Party Transactions

Mercia Asset Management PLC is the ultimate parent company of Mercia GP and of the entities that act as fund manager to Mercia EIS and FYSC. Together, Mercia GP, Mercia EIS and FYSC own 146,911,395 shares, representing 28.4% of the current issued share capital of the Company, and are a “substantial shareholder” in the Company. Penny McCormick, Maddy Kennedy, Lyn Rees and Adam Reynolds are Directors of the Company. Each of Mercia GP, Mercia EIS, Penny McCormick, Maddy Kennedy, Lyn Rees and Adam Reynolds has agreed that they will participate in the Subscriptions as set out below.

<i>Name</i>	<i>Amount subscribed in the Subscriptions</i>	<i>Holding of Existing Ordinary Shares</i>	<i>Number of Subscription Shares</i>	<i>Number of Ordinary Shares issued following conversion of the Convertible Loan Note</i>	<i>Number of Ordinary Shares held post admission of the Placing Shares, the Subscription Shares and the Conversion Shares<sup>††</sup></i>	<i>% of Ordinary Share Capital held post admission of the Placing Shares, the Subscription Shares and the Conversion Shares</i>
Mercia	£800,000 <sup>†</sup>	146,911,395	45,714,285*	13,138,647*	205,764,327	28.37%
Penny McCormick	£7,000	1,250,000	400,000	-	1,650,000	0.23%
Maddy Kennedy	£7,000	1,250,000	400,000	-	1,650,000	0.23%
Lyn Rees	£7,500	1,562,500	428,571	-	1,991,071	0.28%
Adam Reynolds	£25,000	8,084,722	1,428,571	-	9,513,293	1.34%

<sup>†</sup> Mercia’s investment is split between Mercia GP (£300,000) and Mercia EIS (£500,000). Mercia’s existing and post-Admission holding includes 12,699,967 shares held by FYSC.

\*of which 17,142,857 are Firm Subscription Shares and 28,571,428 are Conditional Subscription Shares

<sup>††</sup> Mercia GP has exercised the conversion rights in the Convertible Loan Note. 13,138,647 new Ordinary Shares will be issued on 18 February 2021 at the 0.8 pence exercise price in relation to the principal of £101,000 and accrued interest down to the date of conversion of £4,109.18.

All of the above parties are participating on the same terms as all other places.

The participation in the Subscriptions by each of Mercia GP, Mercia EIS, Penny McCormick, Maddy Kennedy, Lyn Rees and Adam Reynolds, constitute related party transactions under the AIM Rules for Companies.

Peter Dines, who is Chief Operating Officer at Mercia Asset Management PLC, Penny McCormick, Maddy Kennedy, Lyn Rees and Adam Reynolds who are Directors of MyHealthChecked PLC, are not considered independent in relation to the consideration of these related party transactions under AIM Rule 13.

Therefore Neil Mesher, who is considered to be an independent director of the Company for this purpose, has considered the participation of Mercia GP, Mercia EIS, Penny McCormick, Maddy Kennedy, Lyn Rees and Adam Reynolds in the Subscriptions. Having consulted with SPARK Advisory Partners, the Company's nominated adviser, the independent director considers that the terms of each of Mercia GP's, Mercia EIS', Penny McCormick's, Maddy Kennedy's, Lyn Rees' and Adam Reynolds' participation in the Subscriptions are fair and reasonable insofar as Shareholders are concerned.

## **7. Resolutions**

A summary and brief explanation of the resolutions to be proposed at the General Meeting is set out below. Please note that this is not the full text of the Resolutions and you should read this section in conjunction with the Resolutions contained in the Notice at the end of this document. The following resolutions will be proposed at the General Meeting:-

**Resolution 1**, which will be proposed as an ordinary resolution, is to authorise the Directors to allot the Placing Shares and the Subscription Shares and further new Ordinary Shares up to an aggregate nominal value of £172,606; and

**Resolution 2**, which will be proposed as a special resolution, and which is subject to the passing of Resolution 1, dis-applies statutory pre-emption rights, provided that such authority shall be limited to the Placing Shares and the Subscription Shares, and further Ordinary Shares having an aggregate nominal value of £72,525.

The authorities contained in the Resolutions replace those granted to Directors at the most recent Annual General Meeting.

## **8. General Meeting and COVID-19 measures**

**The Company has noted the provisions of the Corporate Insolvency and Governance Act 2020 ("CIGA") as well as the Government's advice that non-essential travel and gatherings should be avoided. Under the provisions of CIGA the requirements for a physical quorum to be present at the General Meeting and for the General Meeting to be held in a particular place have been suspended.**

**In the light of the above, and in order to ensure the safety of its shareholders, officers and employees, the Board requests that no Shareholders should attend the General Meeting. The Company does value shareholder participation and values the votes of Shareholders, so it encourages all Shareholders to exercise their voting rights by completing and submitting a form of proxy.**

**The General Meeting will be held by telephone and only those Directors who are Shareholders will be present on that call. Shareholders should note that only the usual and formal business set out**

**in this notice of General Meeting will be considered at the General Meeting. The meeting will be conducted swiftly and will end immediately following the conclusion of such usual and formal business.**

The Company does value Shareholder participation and so, in order to enable Shareholders to ask questions relating to the matters to be dealt with at the General Meeting, Shareholders are requested to email any questions to the Company (MyHealthChecked@walbrookpr.com) by no later than 6.00 p.m. on 16 February 2021. Answers will be posted on the Company's website by no later than 6.00 p.m. on 18 February 2021.

The Company also values the votes of Shareholders, so it would encourage all Shareholders to exercise their voting rights BUT ONLY by appointing the chairman of the General Meeting to be their proxy. Any form of proxy received appointing a person other than the chairman of the General Meeting as the Shareholder's proxy will be deemed to have appointed the chairman of the General Meeting as that Shareholder's proxy. Accordingly, Shareholders wishing to vote on any of the matters of business are urged to do so through completion of their form of proxy, which can be submitted to the Company's Registrar. Forms of proxy should be completed and returned in accordance with the instructions thereon.

#### **9. Action to be taken by Shareholders**

A form of proxy for use at the General Meeting is enclosed. As you will not be able to attend the General Meeting in person, please complete and sign the form of proxy and return it to the Company's Registrars at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, so as to arrive no later than 11.00 a.m. on 16 February 2021. The return of the form of proxy would not in the normal course of events prevent you from attending the General Meeting and voting in person should you wish to do so. However, please see the provisions set out in paragraph 8 above in light of the UK Government's public health measures in response to the COVID-19 pandemic, which override your normal rights as a Shareholder in respect of the General Meeting only.

#### **10. Board Recommendations**

**In relation to Resolutions 1 and 2, as Penny McCormick, Maddy Kennedy, Lyn Rees, and Adam Reynolds have participated in the Subscriptions, they are not considered independent and as such have not participated in the recommendation. In addition, as Mercia GP and Mercia EIS (whom Peter Dines represents on the board) have participated in the Subscriptions, Peter Dines is not considered independent and as such has not participated in the recommendation either. Neil Mesher, as the only independent Director, considers that the Placing and the Subscriptions and Resolutions 1 and 2 are in the best interests of the Company and its Shareholders as a whole. Neil Mesher recommends that you vote in favour of these resolutions.**

Yours sincerely

Adam Reynolds  
Chairman

## NOTICE OF GENERAL MEETING

### MyHealthChecked PLC

*Incorporated in England and Wales under the Companies Act 1985 with registered number 06573154*

Notice is hereby given that the general meeting ("General Meeting") of MyHealthChecked PLC ("Company") will be held on 18 February 2021 at 11.00 a.m. to consider and, if thought fit, pass the resolutions below. Words and expressions used or defined in the circular to Shareholders of even date herewith and of which this notice forms part shall have the same meaning in this notice. **Please note the proposed manner of holding the General Meeting set out in paragraph 8 of the Circular.**

#### ORDINARY RESOLUTION

**1) THAT**, in accordance with section 551 of the Companies Act 2006 ("**Act**"), the board of directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**Relevant Securities**") such authority being limited to:

- a) the Placing Shares and the Subscription Shares; and
- b) shares up to a maximum nominal value of £172,606;

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on the date falling 18 months after the date of the passing of this resolution save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

#### SPECIAL RESOLUTION

**2) THAT**, subject to the passing of resolution 1, the Directors be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

- a) the allotment of equity securities in connection with an offer of equity securities (including, without limitation, a rights issue and an open offer):
  - i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

- ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- b) the allotment of the Placing Shares and the Subscription Shares; and
- c) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraphs (a) and (b) of this resolution) to any person up to an aggregate nominal amount of £72,525.

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on the date falling 18 months after the date of the passing of this resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities or sell treasury shares as if section 561 of the Act did not apply but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities.

By order of the Board

Maddy Kennedy  
Company Secretary

1 February 2021

Registered office:

The Maltings, East Tyndall Street,  
Cardiff, Wales, CF24 5EA

## Notes:

**PLEASE NOTE THAT THE NOTES BELOW SET OUT THE NORMAL MEETING ATTENDANCE AND PROXY APPOINTMENT RIGHTS OF SHAREHOLDERS AS SET OUT IN THE ACT OR THE ARTICLES AND THE COMPANY IS NOT PROPOSING THAT THESE BE ALTERED. HOWEVER, GIVEN THE PROVISIONS OF CIGA, DIFFERENT MEETING ATTENDANCE AND PROXY APPOINTMENT RIGHTS OF SHAREHOLDERS ("REVISED RIGHTS") WILL APPLY IN RESPECT OF THIS GENERAL MEETING AS SET OUT IN THE CIRCULAR. TO THE EXTENT THAT THERE IS ANY CONFLICT BETWEEN THE REVISED RIGHTS AND THE WORDING IN THE NOTES BELOW, THE REVISED RIGHTS WILL PREVAIL. WE ADVISE THAT YOU NOTE THAT ONLY THE CHAIRMAN CAN BE APPOINTED AS YOUR PROXY FOR THIS PARTICULAR MEETING AND IN ADDITION SHAREHOLDERS CANNOT ATTEND THIS GENERAL MEETING IN PERSON.**

1) Only those shareholders registered in the Company's register of members at:

- 6.00 p.m. on 16 February 2021; or,
- if the General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting,

shall be entitled to attend, speak and vote at the General Meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.

2) If you are a shareholder who is entitled to attend and vote at the General Meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a form of proxy with this Notice of General Meeting. A proxy does not need to be a shareholder of the Company but must attend the General Meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.

3) You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you may photocopy the form of proxy or request additional copies of the form of proxy from Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, tel: 0121 585 1131. You will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.

4) Shareholders can:

- Appoint a proxy or proxies and give proxy instructions by returning the enclosed form of proxy by post (see note 6).
- If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 7).

5) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.

6) The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the form of proxy, the form must be:

- completed and signed;
- sent or delivered to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD; and
- received by Neville Registrars Limited no later than 11.00 a.m. on 16 February 2021.

In the case of a shareholder which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.

If you have not received a form of proxy and believe that you should have one, or if you require additional forms of proxy, please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, tel: 0121 585 1131.

7) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://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.

For a proxy appointment or instructions 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 ("EUI") 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 Neville Registrars Limited (ID 7RA11) no later than 11.00 a.m. on 16 February 2021, or, in the event of an adjournment of the General Meeting, 48 hours (excluding non-business days) before the adjourned meeting. 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 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 EUI does not make available special procedures in CREST for any particular message. 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/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.

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.

- 8) In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- 9) Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy form of proxy and would like to change the instructions using another hard-copy form of proxy, please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, tel: 0121 585 1131.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

- 10) A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Neville Registrars Limited no later than 11.00 a.m. on 16 February 2021.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the General Meeting and vote in person.

Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.

- 11) A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.
- 12) You may not use any electronic address provided either:
  - in this Notice of General Meeting; or
  - any related documents (including the chairman's letter and form of proxy),

to communicate with the Company for any purposes other than those expressly stated.