

18 May 2018

PureTech Health plc

Results of Annual General Meeting

The Annual General Meeting of PureTech Health plc (LSE: PRTC) ("PureTech Health" or the "Company"), was held at 3.00 pm BST on Friday 18 May 2018. All of the resolutions proposed at the Annual General Meeting were duly passed by the shareholders on a poll.

The results of the poll, incorporating the proxy votes lodged in advance of the meeting, are set out below. All resolutions were passed by greater than 90% of the shares voted at the meeting.

Resolutions	For	%	Against	%	Withheld	Total votes cast
001. To approve the Company's Annual Report and Accounts for year end 31 December 2017	210,722,410	100.00%	7,634	0.00%	0	210,730,044
002. To approve the Directors' Remuneration Report	209,827,359	99.57%	902,586	0.43%	100	210,729,945
003. To elect Mr. Joichi Ito as a director	210,624,785	99.95%	105,260	0.05%	0	210,730,045
004. To elect Dr. Raju Kucheralapati as a director	210,730,045	100.00%	0	0.00%	0	210,730,045
005. To elect Dr. John LaMattina as a director	210,730,045	100.00%	0	0.00%	0	210,730,045
006. To elect Dame Marjorie Scardino as a director	210,722,410	100.00%	7,634	0.00%	0	210,730,044
007. To elect Mr. Christopher Viehbach as a director	210,730,045	100.00%	0	0.00%	0	210,730,045
008. To elect Dr. Robert Langer as a director	204,282,162	96.94%	6,447,882	3.06%	0	210,730,044
009. To elect Dr. Bennett Shapiro as a director	200,079,010	95.02%	10,478,827	4.98%	172,207	210,557,837
010. To elect Ms. Daphne Zohar as a director	210,730,045	100.00%	0	0.00%	0	210,730,045
011. To elect Mr. Stephen Muniz as a director	210,624,785	99.95%	105,260	0.05%	0	210,730,045
012. To reappoint KPMG LLP as Auditors of the Company	210,730,045	100.00%	0	0.00%	0	210,730,045
013. To authorise the Board of Directors to determine the Auditors' remuneration	210,730,045	100.00%	0	0.00%	0	210,730,045

014. To authorise the allotment of shares	193,151,796	91.66%	17,578,249	8.34%	0	210,730,045
015. To dis-apply pre-emption rights	207,997,472	98.70%	2,732,572	1.30%	0	210,730,044
016. To further dis-apply pre-emption rights for acquisitions and specified capital investments.	205,997,704	97.75%	4,732,340	2.25%	0	210,730,044
017. To authorise market purchase of own shares	210,728,861	100.00%	1,184	0.00%	0	210,730,045
018. To authorise general meetings to be called on not less than 14 clear days' notice	210,276,172	99.78%	453,873	0.22%	0	210,730,045

Due to its shareholding in the Company, Invesco Asset Management Limited is deemed to be a controlling shareholder as defined in the Financial Conduct Authority's Listing Rules. Accordingly, each resolution to elect an independent director (resolutions 4, 5, 6 and 7) has under Listing Rule 9.2.2E been approved by a majority of the votes cast by:

- the shareholders of the Company as a whole; and
- the independent shareholders of the Company, that is, all the shareholders entitled to vote on each resolution excluding the controlling shareholder as shown below.

Resolutions	For	%	Against	%	Withheld	Total votes cast
004. To elect Dr. Raju Kucheralapati as a director	120,568,048	100.00%	0	0.00%	0	120,568,048
005. To elect Dr. John LaMattina as a director	120,568,048	100.00%	0	0.00%	0	120,568,048
006. To elect Dame Marjorie Scardino as a director	120,560,413	99.99%	7,634	0.01%	0	120,568,047
007. To elect Mr. Christopher Viehbacher as a director	120,568,048	100.00%	0	0.00%	0	120,568,048

Notes:

- (1) A vote "Withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" a resolution.
- (2) As at 17 May 2018, the number of issued shares in the Company was 282,429,696 ordinary shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions at the AGM. In accordance with the Company's Articles of Association, on a poll every member present in person or by proxy has one vote for every share held.
- (3) The full text of the resolutions may be found in the Notice of the Annual General Meeting, copies of which are available on both the Company's website www.puretechhealth.com/ and on the National Storage Mechanism.

- (4) In accordance with Listing Rule 9.6.2, a copy of the resolutions, other than those concerning ordinary business has been submitted to the National Storage Mechanism and will shortly be available for inspection at: www.morningstar.co.uk/uk/NSM.
- (5) With respect to resolution 17 and as further explained in the explanatory notes in the circular sent to shareholders of the Company on 16 April 2018, Invesco Asset Management Limited (acting as agent for and on behalf of its discretionary managed clients) does not have a nominee director on the board of directors of the Company and is therefore, in the view of the Company, not treated as acting in concert with any of the directors for the purposes of Note 1 of Rule 37.1 of the City Code on Takeovers and Mergers ("Rule 37.1") which provides an exception to the obligation to make a mandatory offer in consequence of a company's purchase of its own shares under Rule 37.1. In accordance with Note 4 of Rule 37.1, the Company will consult the Panel on Takeovers and Mergers in advance of any implementation of a purchase of its own shares pursuant to the authority granted by this resolution.

About PureTech Health

PureTech Health (PRTC.L) is an advanced, clinical-stage biopharmaceutical company developing novel medicines targeting serious diseases that result from dysfunctions in the nervous, immune, and gastrointestinal systems (brain-immune-gut or the "BIG" axis), which together represent the adaptive human systems. PureTech Health is at the forefront of understanding and addressing the biological crosstalk associated with the BIG axis. By harnessing this emerging field of biology, PureTech Health is pioneering new categories of medicine with the potential to have great impact on people with serious diseases. PureTech Health is advancing a rich pipeline of innovative therapies that includes two pivotal stage programmes, multiple human proof-of-concept studies and a number of early clinical and pre-clinical programmes. PureTech's research and development pipeline has been advanced in collaboration with some of the world's leading scientific experts, who along with PureTech's team of biopharma pioneers, entrepreneurs and seasoned Board, identify, invent and clinically de-risk new medicines. With this experienced team pursuing cutting-edge science, PureTech Health is building the biopharma company of the future focusing on improving and extending the lives of people with serious disease. For more information, visit www.puretechhealth.com or connect with us on Twitter [@puretechh](https://twitter.com/puretechh).

Forward Looking Statement

This press release contains statements that are or may be forward-looking statements, including statements that relate to PureTech's future prospects, developments and strategies. The forward-looking statements are based on current expectations and are subject to known and unknown risks and uncertainties that could cause actual results, performance and achievements to differ materially from current expectations, including, but not limited to, those risks and uncertainties described in the risk factors included in the regulatory filings for PureTech Health. These forward-looking statements are based on assumptions regarding the present and future business strategies of the company and the environment in which it will operate in the future. Each forward-looking statement speaks only as at the date of this press release. Except as required by law and regulatory requirements, neither PureTech Health nor any other party intends to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise.

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