

Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

The Chairman of PureTech Health plc invites you to attend the Annual General Meeting of the Company to be held at **the offices of DLA Piper UK LLP, 3 Noble Street, London, EC2V 7EE on 18 May 2018 at 3.00 pm BST.**

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on 18 May 2018



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 915016

SRN:

PIN:



View the Annual Report online: **www.puretechhealth.com/**

Register at **www.investorcentre.co.uk** - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 16 May 2018 at 3.00 pm BST.**

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If the box next to the proxy holder's name is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44 (0) 370 707 1147 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- To cast your votes for or against a resolution you may insert an 'X' in the appropriate box. If you do not wish your proxy to vote on any particular resolution, you may insert an 'X' in the 'Abstain' box. An 'Abstain' is not a vote in law and will not be counted in the calculation of the votes 'For' and 'Against' a resolution. If you do not indicate how your proxy is to vote, you will be deemed to have authorised your proxy to vote or to withhold your vote as your proxy thinks fit. Your proxy will also be entitled to vote at his or her discretion on any other resolution properly put to the meeting.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two business days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) no later than 16 May 2018 at 3.00 pm BST. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +44 (0) 370 707 1147 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.
- Full resolution details are in the notice of meeting.
- In the case of joint holders, any one holder may sign this form. If more than one proxy form is received in respect of a joint holding, only the vote of the senior will be accepted, seniority being determined by the order in which names appear on the Register of Members.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services plc accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card

To be completed **only** at the AGM upon a Poll.

Ordinary Resolutions	For	Against	Abstain
01 To approve the Company's audited financial statements, the strategic report and the reports of the directors and auditors for the year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02 To approve the Directors' Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03 To elect Mr. Joichi Ito as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04 To elect Dr. Raju Kucherlapati as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
05 To elect Dr. John LaMattina as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
06 To elect Dame Marjorie Scardino as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
07 To elect Mr. Christopher Viehbacher as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
08 To elect Dr. Robert Langer as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
09 To elect Dr. Bennett Shapiro as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
10 To elect Ms. Daphne Zohar as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To elect Mr. Stephen Muniz as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To reappoint KPMG LLP as the auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To authorise the Board of Directors to agree the auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 To authorise the directors to allot securities pursuant to section 551 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
15 Subject to resolution 14, to disapply pre-emption rights pursuant to section 570 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 Subject to resolution 14, to further disapply pre-emption rights pursuant to section 570 of the Companies Act 2006 for acquisitions and specified capital investments.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 To authorise market purchases (as defined in section 693(4) of the Companies Act 2006).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 To authorise the calling of a general meeting other than an AGM on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

In the case of a corporation, a letter of representation will be required (in accordance with s323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box with the name of the proxy only if you wish to appoint a third party proxy other than the Chairman.

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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of PureTech Health plc to be held at the offices of DLA Piper UK LLP, 3 Noble Street, London, EC2V 7EE on 18 May 2018 at 3.00 pm BST, and at any adjourned meeting.

*Insert number of shares proxy appointed over. For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions	For	Against	Abstain
01 To approve the Company's audited financial statements, the strategic report and the reports of the directors and auditors for the year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02 To approve the Directors' Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03 To elect Mr. Joichi Ito as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04 To elect Dr. Raju Kucherlapati as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
05 To elect Dr. John LaMattina as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
06 To elect Dame Marjorie Scardino as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
07 To elect Mr. Christopher Viehbacher as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
08 To elect Dr. Robert Langer as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
09 To elect Dr. Bennett Shapiro as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
10 To elect Ms. Daphne Zohar as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To elect Mr. Stephen Muniz as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To reappoint KPMG LLP as the auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To authorise the Board of Directors to agree the auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 To authorise the directors to allot securities pursuant to section 551 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
15 Subject to resolution 14, to disapply pre-emption rights pursuant to section 570 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 Subject to resolution 14, to further disapply pre-emption rights pursuant to section 570 of the Companies Act 2006 for acquisitions and specified capital investments.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 To authorise market purchases (as defined in section 693(4) of the Companies Act 2006).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 To authorise the calling of a general meeting other than an AGM on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

