

**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 Existing Ordinary Shares, please send this document 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 Existing Ordinary Shares, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected. You will not receive a form of proxy for the General Meeting in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so. If you choose to attend the General Meeting against the Company's advice, you will still be able to vote in person at the General Meeting, and may request a hard copy form of proxy directly from the registrar, Link Asset Services by telephoning: 0371 664 0300.

This document does not constitute a prospectus for the purposes of the Prospectus Rules of the Financial Conduct Authority nor does it comprise an admission document prepared in accordance with the AIM Rules. Accordingly, this document has not been approved by or filed with the Financial Conduct Authority, London Stock Exchange plc or any other regulatory authority. This document does not constitute or form part of any offer or invitation to sell or issue, or a solicitation of any offer to acquire, purchase or subscribe for, the Placing.

Application will be made to London Stock Exchange plc for the Placing Shares and the Retail Shares to be admitted to trading on AIM. It is expected that Admission will occur and that dealings will commence at 8.00 a.m. on 3 June 2021. The Placing Shares and the Retail Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends or other distributions declared, made or paid on or after they are issued.



## **Futura Medical plc**

*(Incorporated and registered in England and Wales with company number 04206001)*

### **Placing of £10 million and Retail Offer**

**and**

### **Notice of General Meeting**

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**AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document. Prospective investors should read this document in its entirety.**

This document should be read in its entirety. Your attention is also drawn to the letter from the Chairman set out in Part I of this document recommending you vote in favour of the Resolutions to be proposed at the General Meeting which is referred to below. You should read the whole of this document carefully including the risk factors set out in Part II of this document.

Capitalised words and phrases used in this document shall have the meanings given to them in definitions section of this document.

**Notice convening the General Meeting of the Company to be held as a physical meeting at the offices of Futura Medical plc, Surrey Technology Centre, 40 Occam Road, Guildford, Surrey GU2 7YG, on 2 June 2021 at 10:00 a.m. is set out in Part II of this document.**

The ongoing Government restrictions on mass gatherings, nonessential travel and social contact in relation to COVID are likely to impact the ability of Shareholders to attend the General Meeting. Based on current restrictions, the Board has concluded that it is appropriate to strongly urge Shareholders **not** to attend the General Meeting in person this year.

**Accordingly, Shareholders are asked to cast their vote as follows: (1) casting your proxy vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions; or (2) in the case of CREST members, by utilising the CREST electronic proxy appointment service; or (3) requesting a hard copy form of proxy directly from the registrars, Link Asset Services. If you choose to attend the General Meeting in person against our strong recommendation below, you will still be able to vote in person at the General Meeting.**

**If you are not attending the General Meeting in person, your proxy vote will need to be lodged by 10:00 a.m. on 31 May 2021 as no online voting will take place in-real time during the meeting itself. The Company will operate an audio dial-in facility to allow Shareholders to listen to the business of the meeting: Shareholders will need to be confirmed as a Shareholder or present a letter of representation before details of how to access this facility are released to them via email the morning of the meeting. You can request access by emailing: [investor.relations@futura-medical.com](mailto:investor.relations@futura-medical.com) prior to 10:00 a.m. on 31 May 2021.**

Any form of proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by the Registrars at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 10:00 a.m. on 31 May 2021 (or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting). Alternatively, Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message must be properly authenticated and contain the information required for such instructions as described in the CREST Manual. The message must be transmitted so as to be received by the Company's Registrars, at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL (ID RA10), by no later than 10:00 a.m. on 31 May 2021. The return of a completed form of proxy, casting of proxy vote online, or appointment of proxy through CREST will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so despite the Company's strong recommendation not to do so for the safety of our Shareholders, our employees, our advisers and the general public.

Liberum Capital Limited, which is authorised and regulated by the Financial Conduct Authority and is a member of the London Stock Exchange (together with its associates, "**Liberum**"), is acting as Nominated Adviser and broker to the Company and no one else in connection with the matters referred to in this document. Liberum is not acting for the Company in relation to the Retail Offer. Its responsibilities as the Company's Nominated Adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or any other person. No representation or warranty, express or implied, is made by Liberum as to any of the contents of this document, for which the Company is responsible (without limiting the statutory rights of any person to whom this document is issued). Liberum has not authorised the contents of, or any part of, this document, and no liability whatsoever is accepted by Liberum for the accuracy of information or opinions contained in this document or for the omission of any material information. Liberum will not be offering advice and will not otherwise be responsible for providing customer protections to recipients of this document in respect of the matters referred to in this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on Liberum by FSMA or the regulatory regime established thereunder, Liberum does not accept any responsibility whatsoever for the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company or the Placing. Liberum accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

The distribution of this document in certain jurisdictions may be restricted by law. Accordingly, this document must not be distributed or published in any jurisdiction except under circumstances that will result in full compliance with any applicable laws and regulations. Persons outside of the UK into whose possession this document comes should inform themselves about and observe any such restrictions.

None of the Placing Shares have been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other United States regulatory authority, nor have the foregoing authorities passed upon or endorsed the merits of the Placing or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

THE PLACING SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR WITH ANY SECURITIES REGULATORY AUTHORITY OR UNDER ANY SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, RESOLD, PLEDGED, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES EXCEPT PURSUANT TO AN APPLICABLE EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND IN COMPLIANCE WITH THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES.

### **FORWARD LOOKING STATEMENTS**

This document includes forward looking statements (that is, statements other than statements of historical facts), including (without limitation) those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, and any statement preceded or followed by, or including, words such as "target", "believe", "expect", "aim", "intend", "will", "may", "anticipate", "would" or "could", or negatives of such words. Such forward looking statements involve known and unknown risks, uncertainties and other factors beyond the Group's control, which could cause the actual results, performance or achievements of the Company to be materially different to future results, performance or achievements expressed or implied by such statements. Such forward looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. They speak only as at the date of this document. The Company expressly disclaims any obligation to disseminate any update or revision to any forward looking statement in this document to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which any such statement is based, unless required to do so by applicable law or the AIM Rules.

Copies of this document will be available free of charge from the Company's registered office during normal business hours on each day (excluding Saturday, Sunday and public holidays) from the date hereof until the date of the General Meeting. Copies will also be available from the Company's website at [www.futuramedical.com](http://www.futuramedical.com).

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## **DIRECTORS AND ADVISERS**

<b>Directors</b>	John Clarke – Non-Executive Chairman James Barder – Chief Executive Officer Angela Hildreth – Finance Director and Chief Operating Officer Ken James – Executive Director and Head of R&D Jonathan Freeman – Senior Independent Non-Executive Director
<b>Company Secretary</b>	Angela Hildreth
<b>Registered Office</b>	Surrey Technology Centre 40 Occam Road Guildford Surrey GU2 7YG
<b>Nominated Adviser and Broker</b>	Liberum Capital Limited Ropemaker Place 25 Ropemaker Street London EC2Y 9LY
<b>Solicitors to the Company</b>	Covington & Burling LLP 265 Strand London WC2R 1BH
<b>Solicitors to the Nominated Adviser and Broker</b>	Addleshaw Goddard LLP Milton Gate 60 Chiswell Street London EC1Y 4AG
<b>Registrars</b>	Link Asset Services Central Square 29 Wellington Street Leeds LS1 4DL

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication and posting of the this document and Notice of General Meeting	17 May 2021
Deadline for CREST proxy appointment	10:00 a.m. on 31 May 2021
Deadline for return of completed hard copy form of proxy or casting of proxy vote online	10:00 a.m. on 31 May 2021
General Meeting	10:00 a.m. on 2 June 2021
Results of the General Meeting announced	2 June 2021
Admission of Placing Shares and Retail Shares to trading on AIM and commencement of dealings	8.00 a.m. on 3 June 2021
CREST accounts to be credited for Placing Shares to be held in uncertificated form	8.00 a.m. on 3 June 2021
Dispatch of definitive share certificates for Placing Shares and Retail Shares to be held in certificated form	by 10 June 2021

All references to time in this document are to London time, unless otherwise stated

## KEY STATISTICS

Issue Price	40 pence
Number of Existing Ordinary Shares in issue at the date of this document	257,070,971
Number of Placing Shares	25,000,000
Number of Retail Shares	5,000,000
Number of Fundraising Shares	30,000,000
Gross proceeds receivable by the Company pursuant to the Fundraising	£12,000,000
Estimated cash proceeds of the Fundraising receivable by the Company (net of expenses)	approximately £11,400,000
Number of Ordinary Shares in issue immediately following Admission	287,070,971
Percentage of the Enlarged Share Capital represented by the Fundraising Shares	10.45 per cent
Approximate market capitalisation of the Company at Admission at the Issue Price	£114,828,388
Ordinary Share ISIN	GB0033278473
SEDOL	3327847

### Notes:

- (a) Unless otherwise specified, references in this document to time are to UK Time.
- (b) The times and dates above are indicative only. If there is any change, revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.
- (c) All references in this document to "pounds sterling", "sterling", "£", "pence" or "p" are to the lawful currency of the United Kingdom.

## DEFINITIONS

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

"Admission"	the admission of the Fundraising Shares to trading on AIM becoming effective in accordance with the AIM Rules
"AIM"	the market of that name operated by the London Stock Exchange
"AIM Rules"	the AIM Rules for Companies, as published by the London Stock Exchange, as amended from time to time
"Board"	the board of directors of the Company
"certificated" or "in certificated form"	an Ordinary Share which is not in uncertificated form (that is, not in CREST)
"Closing Price"	the closing middle market quotation of an Ordinary Share
"Company" or "Futura Medical"	Futura Medical plc, a public limited company (incorporated and registered in England and Wales with registered number 04206001) whose registered office is at Surrey Technology Centre, 40 Occam Road, Guildford, Surrey GU2 7YG
"Companies Act"	the Companies Act 2006 as amended
"CREST"	the computerised settlement system operated by Euroclear which facilitates the transferring of title to shares in uncertificated form
"CREST Manual"	the CREST Manual, as published by Euroclear, as amended
"CREST Sponsor"	a direct member of CREST under the Regulations
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755), as amended
"Directors"	the directors of the Company whose names are set out in this document
"Enlarged Share Capital"	the 287,070,971 Ordinary Shares in issue on Admission, including the Fundraising Shares
"Euroclear"	Euroclear UK & Ireland Limited
"Existing Ordinary Shares"	the 257,070,971,971 Ordinary Shares in issue as at the date of this document
"FCA"	the Financial Conduct Authority
"FSMA"	the Financial Services and Markets Act 2000, as amended
"Fundraising"	the Placing and the Retail Offer
"Fundraising Shares"	the new Ordinary Shares made available pursuant to the Placing and the Retail Offer;
"General Meeting"	the general meeting of the Company to be physically held at the offices of Futura Medical plc at Surrey Technology Centre, 40 Occam Road, Guildford, Surrey GU2 7YG at 10:00 a.m. on 2 June 2021, or any adjournment thereof, notice of which is set out in part II of this document
"Group"	the Company and its subsidiary undertakings (as defined in the Companies Act)
"Issue Price"	40 pence per Placing Share or Retail Share (as the case may be)
"Liberum"	Liberum Capital Limited (registered in England and Wales with registered number 5912554) whose registered office is at Ropemaker Place, 25 Ropemaker Street, London, EC2Y 9LY, and which is authorised and

	regulated by the FCA with reference number 465050, acting together with its associates as the Company's Nominated Adviser and broker
<b>"Link Asset Services" or "Registrars"</b>	a trading name of Link Market Services Limited, Central Square, 29 Wellington Street, Leeds, LS1 4DL
<b>"Lombard Odier"</b>	Lombard Odier Asset Management (Europe) Limited
<b>"London Stock Exchange"</b>	London Stock Exchange plc
<b>"Notice"</b>	the notice of General Meeting set out at the end of this document
<b>"Ordinary Shares"</b>	the ordinary shares of 0.2 pence each in the capital of the Company
<b>"Placing"</b>	the proposed placing of the Placing Shares at the Issue Price on a non-pre-emptive basis, on the terms and conditions set out in the Placing Agreement
<b>"Placing Agreement"</b>	the agreement between the Company and Liberum dated 14 May 2021 in connection with the Placing
<b>"Placing Shares"</b>	25,000,000 new Ordinary Shares to be issued in connection with the Placing
<b>"PrimaryBid"</b>	PrimaryBid Limited (registered in England and Wales with registered number 08092575) whose registered office is at 21 Albemarle Street, London, W1S 4BS, and which is authorised and regulated by the FCA with reference number 779021
<b>"Prospectus Rules"</b>	the prospectus regulation rules made by the Financial Conduct Authority
<b>"Regulatory Information Service"</b>	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA's website, <a href="http://www.fca.org.uk/">http://www.fca.org.uk/</a>
<b>"Resolutions"</b>	the resolutions to be proposed at the General Meeting as set out in the Notice
<b>"Retail Offer"</b>	the offer of new Ordinary Shares made to private and other investors on the PrimaryBid platform
<b>"Retail Shares"</b>	5,000,000 new Ordinary Shares to be issued in connection with the Retail Offer
<b>"Shareholders"</b>	holders from time to time of Ordinary Shares
<b>"uncertificated" or "in uncertificated form"</b>	recorded on a register of securities maintained by Euroclear in accordance with the CREST Regulations as being in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
<b>"United Kingdom" or "UK"</b>	the United Kingdom of Great Britain and Northern Ireland

## PART I

### LETTER FROM THE CHAIRMAN

#### Futura Medical plc

(Registered in England and Wales with company number 04206001)

**Directors:**

John Clarke – Non-Executive Chairman  
James Barder – Chief Executive Officer  
Angela Hildreth – Finance Director and Chief Operating Officer  
Ken James – Executive Director and Head of R&D  
Jonathan Freeman – Senior Independent Non-Executive Director

**Registered Office:**

Surrey Technology Centre  
40 Occam Road  
Guildford  
Surrey  
GU2 7YG

*To holders of Ordinary Shares in the Company and, for information only, to holders of share options*

17 May 2021

Dear Shareholder,

#### **Placing of £10 million and Retail Offer and Notice of General Meeting**

##### **1. Introduction**

The Company announced on 17 May 2021 that it has conditionally raised £12 million before fees and expenses by a Placing and Retail Offer with certain existing institutional and other investors. The Issue Price of 40 pence represents a 20.63 per cent. discount to the Closing Price on 13 May 2021, being the latest practicable date prior to the announcement of the Fundraising.

Completion of the Fundraising is conditional, *inter alia*, upon Shareholder approval of the Resolutions to be proposed at a general meeting of the Company, expected to be held at the offices of Futura Medical plc at Surrey Technology Centre, 40 Occam Road, Guildford, Surrey GU2 7YG at 10:00 a.m. on 2 June 2021.

**The purpose of this document is to provide you with information about the background to and the reasons for the Placing, to explain why the Board considers the Placing to be in the best interests of the Company and its Shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting.**

**As highlighted in previous announcements, the Company requires further funding. It is likely that failure to pass the Resolutions would lead to the Company being unable to progress with immediate effect its plans to conduct the FM71 study required to obtain approval in the US for MED3000 as a clinically proven treatment for erectile dysfunction (“ED”). The Company also requires funding for working capital, so failure to pass the Resolutions could, out of necessity result in the Company agreeing commercial deals on less attractive terms to launch MED3000 across the EU and other regions which recognise the recently granted CE Mark.**

The Directors intend to vote in favour of the Resolutions in respect of their legal and/or beneficial shareholdings amounting, in aggregate, to 2,504,367 Ordinary Shares representing approximately 1 per cent. of the issued share capital of the Company as at the date of this document.

## **2. Corporate Update and background to and reasons for the Fundraising**

### **MED3000 - Medical device regulatory pathway**

Regulatory procedures, timelines and approaches for MED3000 differ by region.

**Europe:** The Company announced on 29<sup>th</sup> April 2021 that European approval for MED3000 had been granted and the Company has now received its MDR EU Quality Management Certificate for the placing on the market of a Class II(b) medical device known as MED3000 ("CE Mark approval") for the treatment of adult male ED.

**USA:** Productive and positive pre-submission meetings were held during 2020 and early 2021 to discuss existing FM57 Phase 3 clinical data, the pathway to over-the-counter sales at retail outlets (OTC1 status) and any additional clinical and non-clinical requirements.

### **US confirmatory clinical study, FM71**

The FDA has confirmed that an application may be made for MED3000 as a medical device for ED treatment, with a De Novo Classification. FDA requires an additional six-month confirmatory clinical study, known as "FM71", with MED3000 taking a "least burdensome approach" with detailed design now agreed. A short, non-clinical, Human Factors Study, testing the ability to self-diagnose ED, ease of patient understanding of an OTC label, product administration and use is also requested to support the regulatory submission and facilitate OTC status as well as a finalised OTC product label.

FM71 will be of a six-month duration (24 weeks) versus three-month duration for FM57 to reassure the FDA that efficacy does not diminish over a longer period of time, although it is Futura's belief that this is unlikely as in the FM57 study efficacy improved from the first to third month of patient use.

Approximately 100 patients in total will be recruited including a mix of mild, moderate and severe ED sufferers. The recruited patient population will include 20 African American patients (from a leading US medical centre) and 80 patients recruited from Eastern Europe where sites include some of the same centres used in the FM57 trial. No placebo is required hence the study is relatively small in size compared to FM57 where the Company recruited in excess of 1,000 patients. The primary endpoints are a significant change from baseline and exceeding a minimal clinically important difference calculated using the Rosen et al statistical method, a standard assessment technique for measuring Patient Reported Outcomes. Both endpoints were previously met for MED3000 over the 12-week duration of study FM57. Additional statistical study design has been agreed to support a fast speed of onset claim of 5, 10 or 15 minutes (60% of patients noticed an erection within 10 minutes in FM57).

A Tadalafil 5mg (the active in Cialis®) comparator arm is included for informational purposes only to assess relative safety, speed of onset and overall efficacy; non-inferiority of MED3000 against Tadalafil is not required to be shown. This will more accurately enable the FDA to determine the relative benefit/risk ratio of MED3000 versus a commercially available comparator. The study is expected to cost in the region of £3 million.

### **MED3000 commercialisation plans**

As regulatory processes continue, Futura has been working with its specialised corporate advisers on active commercial discussions with potential licensing and marketing partners in line with an agreed process being managed by the advisers.

As part of this process, in early March 2021 the Company announced an investment and joint collaboration with Co-High Investment Management and certain subsidiaries of Atlantis Group to commercialise MED3000 in China and South East Asia.

Futura is making steady progress on commercial discussions for MED3000 marketing rights in multiple other regions. A number of interested parties have made submissions at the non-binding offer stage with further offers expected, although there can be no guarantee of deal completion at this stage. Futura is committed to prioritising commercial deals that will deliver long term and sustainable value to the Company allowing a long-lasting growth franchise to be built around the pipeline of DermaSys® formulated products and in particular MED3000.

## Intellectual property and patent protection

An initial UK patent was filed in December 2019 around MED3000's clinically significant and novel findings shown in FM57. This was supplemented with a further UK patent filing in August 2020 following a complete analysis of all of the data sets provided by FM57 and a head-to-toe strategic review conducted by independent pharmaceutical patent specialists retained by Futura. An initial examination report conducted by the UK patent office, requested at the time of the first UK filing by the Company, supports the patentability of the application, which is an important first step in the patent approval process. In October 2020, further patent filings were made, including a Patent Cooperation Treaty ("PCT") application taking priority from the two earlier UK applications. The PCT currently has 153 contracting countries where the Company can seek patent protection claiming priority from an original application made in any one of the countries that are signatories to the PCT, such as the UK. Before Q2 2022 national applications will need to be made and the Company, in consultation with its commercial partners, will decide those countries in which to file applications and considered necessary to protect the commercial interests of MED3000. If national applications are successful, this will provide patent protection until 2040.

### 3. Use of proceeds of the Fundraising

The net proceeds, along with the Company's existing cash resources, are intended to be used to fund working capital to allow the Company to pursue US approval for MED3000, to fund the US clinical study and to conclude commercial deals to launch MED3000 across the EU and other regions where the CE Mark is recognised.

The Company's cash balance totalled approximately £1.9 million as at 30 April 2021. In addition to existing cash, the net proceeds of the Fundraising are expected to fund:

- i. the small confirmatory clinical study (FM71) required for FDA regulatory submission for MED3000 as a DeNovo Medical Device;
- ii. scale-up and manufacturing activities, enabling lower COGS for EU & other market launches;
- iii. central activities relating to commercial out-licensing partner support; and
- iv. general working capital purposes to support Futura's planned operations beyond the expected timing of US approval.

The Board believes that outside of FM71 study costs, assuming a successful outcome to FM71, no further significant clinical costs are required in relation to US approval based on the positive discussions with the FDA during 2020 and 2021.

### 4. Terms of the Placing and Retail Offer

The Company has conditionally raised approximately £12 million before expenses pursuant to the Placing and the Retail Offer. The Issue Price represents a discount of 20.63 per cent. to the Closing Price on 13 May 2021, being the latest practicable date prior to the announcement of the Placing and the Retail Offer.

Existing Investor Lombard Odier subscribed for 6,300,000 Placing Shares (representing an aggregate investment of £2.52 million). The Retail Offer took place between 4:31 p.m. on 14 May 2021 and approximately 7:30 p.m. on 14 May 2021 and was made in accordance with an available exemption against the requirement to produce an FCA approved prospectus. The Retail Offer was oversubscribed and closed early.

Subject to the satisfaction of the conditions under the Placing and the Retail Offer including, *inter alia*, the passing of the Resolutions, the Company will issue 30,000,000 new Ordinary Shares in aggregate at the Issue Price, thereby raising £12 million, before expenses, and approximately £11.4 million, after the expenses of the Placing and the Retail Offer. The Fundraising Shares issued pursuant to the Fundraising will represent approximately 10.5 per cent. of the Enlarged Share Capital on Admission.

The Placing is conditional, *inter alia*, upon:

- the Resolutions being passed at the General Meeting or any adjournment thereof by no later than 5:30 p.m. on 2 June 2021;
- the warranties given under the Placing Agreement being and remaining accurate and not misleading until Admission;
- the Company having complied in all material respects with its obligations and having satisfied the conditions under the Placing Agreement which are to be performed or satisfied prior to Admission; and

- Admission taking place by no later than 8.00 a.m. on or around 3 June 2021 (or such later date as the Company may agree with Liberum, being not later than 8.00 a.m. on 17 June 2021).

The Retail Offer is itself conditional on the Placing, and will not be completed without the Placing being completed.

If any of the conditions of the Placing are not satisfied, the Placing Shares and the Retail Shares will not be issued and any monies received from subscribers will be returned to them (at the subscribers' risk and without interest) as soon as possible thereafter.

In relation to the Retail Offer only, in the event of any conflict between the incorporated contractual conditions which apply to the Placing and the further conditions of PrimaryBid, the contractual conditions which apply to the Placing will prevail.

The Placing Agreement contains customary warranties given by the Company to Liberum as to matters relating to the Company and its business and as to matters relevant to the Company and customary rights of termination which could enable Liberum to terminate the Placing in certain limited circumstances.

No element of the Fundraising was underwritten by Liberum. The Company has agreed to pay certain advisory fees and commissions to Liberum in connection with the Placing and to PrimaryBid in connection with the Retail Offer.

Application will be made to the London Stock Exchange for the Fundraising Shares to be admitted to trading on AIM. Subject to the passing of the Resolutions, it is expected that Admission will become effective and that dealings in the Fundraising Shares will commence at 8.00 a.m. on or around 3 June 2021. The Fundraising Shares will when issued, be credited as fully paid and will rank equally in all respects with the Existing Ordinary Shares already in issue, including the right to receive all dividends and other distributions declared, made or paid in respect of such shares after the date of issue of the Fundraising Shares.

## 5. Substantial Shareholder and related party transaction

The following existing substantial Shareholders will be participating in the Placing:

	<i>Number of Existing Ordinary Shares</i>	<i>Percentage of existing issued share capital</i>	<i>Number of Placing Shares allocated</i>	<i>Number of Ordinary Shares held following Admission</i>	<i>Percentage of Enlarged Share Capital following Admission</i>
Lombard Odier	52,276,284 <sup>1</sup>	20.3%	6,300,000	58,576,284	20.4%

Where a company enters into a related party transaction, under the AIM Rules the independent directors of the company are required, after consulting with the company's Nominated Adviser, to state whether, in their opinion, the transaction is fair and reasonable in so far as its Shareholders are concerned.

Lombard Odier by virtue of being a substantial shareholder is considered to be "related party" as defined under the AIM Rules. Lombard Odier's participation in the Placing constitutes a related party transaction for the purposes of rule 13 of the AIM Rules.

The Directors consider, having consulted with the Company's Nominated Adviser, Liberum, that the terms of Lombard Odier's participation in the Placing are fair and reasonable insofar as the Shareholders are concerned.

## 6. Admission and dealings

Application will be made to the London Stock Exchange for the Fundraising Shares to be admitted to trading on AIM. It is expected that, subject to the passing of the Resolutions at the General Meeting, Admission of the Fundraising Shares will occur and dealings

<sup>1</sup> Note: In addition to this shareholding, Lombard Odier holds a further 1,521,053 Ordinary Shares by way of CFD.

will commence at 8.00 a.m. on 3 June 2021 (or such later date as Liberum and the Company may agree, being not later than 8.00 a.m. on 17 June 2021).

## **7. General Meeting**

You will find in Part II of this document the Notice convening the General Meeting to be physically held at the offices of Futura Medical plc at Surrey Technology Centre, 40 Occam Road, Guildford, Surrey GU2 7YG on 2 June 2021 at 10:00 a.m. to consider and, if thought appropriate, pass the following resolutions:

- Resolution 1 which is an ordinary resolution to authorise the Directors to allot equity securities (as defined in section 560 of the Companies Act) up to a maximum aggregate nominal amount of £50,000 pursuant to the Placing and up to a maximum aggregate nominal amount of £10,000 pursuant to the Retail Offer
- Resolution 2 which is a special resolution and is conditional on the passing of resolution 1, to authorise the Directors to issue and allot equity securities (as defined in section 560 of the Companies Act) on a non-pre-emptive basis up to a maximum aggregate nominal amount of £50,000 in respect of the Placing and up to a maximum aggregate nominal amount of £10,000 pursuant to the Retail Offer, each as referred to in Resolution 1.

The Resolutions will expire on the earlier of at the conclusion of the 2021 annual general meeting of the Company and 23 September 2021.

Resolution 1 will be proposed as an ordinary resolution. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 2 will be proposed as a special resolution. For a special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

## **8. Action to be taken in respect of the General Meeting**

Voting on Resolution 1 and 2 will be conducted by way of a poll. The Board believes this is more transparent and equitable as the voting intentions of all members are taken into account. The result of the poll will be announced via a Regulatory Information Service and made available at [www.futuramedical.com](http://www.futuramedical.com) as soon as practicable after the AGM.

We strongly urge you not to attend the General Meeting in Person for the safety of our Shareholders, our employees, our advisers and the general public, but if you choose to attend the General Meeting against this advice, you can vote in respect of your shareholding by attending the General Meeting or by appointing one or more proxies to attend the General Meeting and vote on your behalf. If you appoint a proxy, you may still attend and vote at the General Meeting in person should you decide to do so.

Whether or not you propose to attend the General Meeting in person, you are requested to appoint a proxy who will be able to vote for you if you are prevented from attending.

You can vote either:

- by casting your proxy vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions; or
- by requesting a hard copy form of proxy directly from the Registrars, Link Asset Services, on 0371 664 0391 if calling from the United Kingdom, or +44(0)371 664 0391 if calling from outside the United Kingdom. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
- using the CREST electronic proxy appointment service (for CREST members only).

In order for a proxy appointment to be valid, a proxy instruction must be completed. In each case the proxy instruction must reach the Company's Registrars at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 10:00 a.m. on 31 May 2021. Please refer to the Notes to the Notice for detailed instructions.

The attention of Shareholders is drawn to the voting intentions of the Directors set out below.

#### **9. Recommendation**

**The Directors believe that the Fundraising will promote the success of the Company for the benefit of the Shareholders as a whole. As highlighted in previous announcements the Company requires further funding. It is likely that failure to pass the Resolutions would lead to the Company being unable to progress with immediate effect its plans to conduct the FM71 study required to obtain approval in the US for MED3000 as a clinically proven treatment for erectile dysfunction. The Company also requires funding for working capital, so failure to pass the Resolutions could, out of necessity, result in the Company agreeing commercial deals on less attractive terms to launch MED3000 across the EU and other regions which recognise the recently granted CE Mark. Accordingly, they unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their legal and/or beneficial holdings, amounting, in aggregate to 2,504,367 Ordinary Shares, representing approximately 1 per cent. of the share capital of the Company as at the date of this document.**

Shareholders are reminded that the Fundraising is conditional, amongst other things, on the passing of the Resolutions to be proposed at the General Meeting. Should the Resolutions not be passed, the Fundraising will not proceed and all monies will be returned to investors.

Yours faithfully

**John Clarke**  
**Non-Executive Chairman**

## PART II

### Futura Medical plc

*(Registered in England and Wales with company number 04206001)*

#### NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a General Meeting of Futura Medical plc (the "**Company**") will be held as a physical meeting on 2 June 2021 at 10:00 a.m. at the offices of the Company, Surrey Technology Centre, 40 Occam Road, Guildford, Surrey, GU2 7YG.

#### **Potential impact of Coronavirus (COVID) on the General Meeting**

The ongoing Government restrictions on mass gatherings, nonessential travel and social contact in relation to COVID are likely to impact the ability of Shareholders to attend the General Meeting. Based on current restrictions, the Board has concluded that it is appropriate to **strongly urge shareholders not to attend the General Meeting in person this year**. Shareholders are instead requested to make use of the electronic facilities detailed below and to vote remotely.

Accordingly, Shareholders are asked to cast their vote as follows: (1) casting your proxy vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions; (2) in the case of CREST members, by utilising the CREST electronic proxy appointment service; or (3) requesting a hard copy form of proxy directly from the registrars, Link Asset Services. If you choose to attend the General Meeting in person against our strong recommendation below, you will still be able to vote in person at the General Meeting.

If you are not attending the General Meeting in person, your proxy vote will need to be lodged by 10:00 a.m. on 31 May 2021 as no online voting will take place in real-time during the meeting itself. The Company will operate an audio dial-in facility to allow Shareholders to listen to the business of the meeting: Shareholders will need to be confirmed as a Shareholder or present a letter of representation before details of how to access this facility are released to them via email on the morning of the meeting. You can request access by emailing: [investor.relations@futura-medical.com](mailto:investor.relations@futura-medical.com) prior to 10:00 a.m. on 31 May 2021.

Shareholders will not get an opportunity to vote or ask questions or any other participation during the call. However, Shareholders may submit any questions relating to the Fundraising to [investor.relations@futura-medical.com](mailto:investor.relations@futura-medical.com) by 5:00 p.m. on 26 May 2021 and the Company will publish responses to those questions as appropriate at [futura-medical.com](http://futura-medical.com) by 5:00 p.m. on 28 May 2021.

The health and safety of our colleagues and Shareholders is very important to us. For any Shareholder choosing to attend in person against our recommendation, strict health and safety measures will be enforced and will include temperature checks prior to admission and that face coverings are to be worn at all times. It will not be possible to provide refreshments. The situation in relation to COVID is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. We will continue to monitor the situation, and any changes to the General Meeting will be communicated to Shareholders before the meeting through our website and, where appropriate, by stock exchange announcement. As a precautionary measure, only a limited number of the Board will be in attendance at the General Meeting to reduce the risk of all Board members being present in the same room at the same time. Directors will be unable to informally converse with Shareholders before or after the meeting due to social distancing measures.

The business of the meeting will be to consider and, if thought appropriate, to pass the following ordinary and special resolutions:

#### **ORDINARY RESOLUTION**

1. Authority to allot shares
  - (a) THAT in addition to all existing authorities conferred upon the Directors pursuant to section 551 of the 2006 Act which shall continue in full force and effect, the Directors of the Company be and they are hereby authorised, pursuant to section 551 of the Companies Act 2006 (the "**2006 Act**") to exercise all and any powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) in the Company up to:

- (i) an aggregate nominal amount of £50,000 pursuant to a placing of the Company's ordinary shares of nought point two pence each ("**Ordinary Shares**"), to certain institutional and other investors at a price of 40 pence per share (the "**Placing**"); and
- (ii) an aggregate nominal amount of £10,000 pursuant to the offer of Ordinary Shares to private and other investors on the PrimaryBid platform at a price of 40 pence per share (the "**Retail Offer**")

in each case for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of either the conclusion of the 2021 AGM of the Company following the passing of this resolution or, midnight on the date 23 September 2021, whichever occurs sooner, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require equity securities to be allotted after such expiry, variation or revocation and the Directors may allot equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

## **SPECIAL RESOLUTION**

### 2. Disapplication of pre-emption rights

THAT, subject to and conditional upon the passing of Resolution 1 (and in addition to all existing unexercised powers of the Directors under sections 570 and 571 of the 2006 Act, which shall continue in full force and effect), the Directors be and they are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 1 as if section 561 of the 2006 Act did not apply to any such allotment, provided that such power:

- (a) shall, subject to the continuance of the authority conferred by Resolution 1 above, expire at the earlier of either the conclusion of the 2021 AGM of the Company following the passing of this resolution or, midnight on the date 23 September 2021, whichever occurs sooner, but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and
- (b) shall be limited to the allotment of equity securities in an aggregate nominal amount of £50,000 pursuant to the Placing; and
- (c) the allotment of equity securities up to an aggregate nominal amount of £10,000 pursuant to the Retail Offer.

*BY ORDER OF THE BOARD*

**Angela Hildreth**  
Company Secretary  
17 May 2021

Registered Office:  
Surrey Technology Centre  
40 Occam Road  
Guildford  
Surrey GU2 7YG  
Company No: 04206001

## Notes to the Notice of General Meeting:

### *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 close of business on 31 May 2021 (or in the event that this meeting is adjourned, on the register of members at close of business 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*

4. You can vote either:
  - by casting your proxy vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
  - by requesting a hard copy form of proxy directly from the Registrars, Link Asset Services, on 0371 664 0391 if calling from the United Kingdom, or +44(0)371 664 0391 if calling from outside the United Kingdom. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

### *Appointment of proxy through CREST*

5. 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](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.
6. In order for a proxy appointment 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 ("Euroclear") 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, PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 48 hours before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). 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 Company's Registrars, PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL 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.
7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 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.
8. 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*

9. 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*

10. 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*

11. 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*

12. 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.

#### *Issued shares and total voting rights*

13. As at the date of this Notice of General Meeting, the Company's issued share capital comprised 257,070,971 ordinary shares of 0.2 pence each fully paid. The Company does not hold any shares in treasury. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this Notice of General Meeting is 257,070,971.