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Press Release



Mainstay Medical Announces Publication of Prospectus and Admission

Dublin – Ireland, 11 August 2016: Mainstay Medical International plc (“**Mainstay**” or the “**Company**”, Euronext Paris: MSTY.PA and ESM of the Irish Stock Exchange: MSTY.IE), a medical device company focused on bringing to market ReActiv8®, an implantable neurostimulation system to treat disabling Chronic Low Back Pain (CLBP), announces the publication of a prospectus (the “**Prospectus**”) in connection with the admission of 2,307,694 new ordinary shares (the “**New Ordinary Shares**”) to trading on the regulated market of Euronext Paris. The New Ordinary Shares will also be admitted to trading on the ESM of the Irish Stock Exchange. The New Ordinary Shares were issued pursuant to a €30 million equity fundraising announced on 17 June 2016.

Application has been made to the French *Autorité des Marchés Financiers* (the “**AMF**”) and to the Irish Stock Exchange for the New Ordinary Shares to be admitted to listing and trading on the regulated market of Euronext Paris and to trading on the ESM of the Irish Stock Exchange, respectively (“**Admission**”). It is expected that Admission will become effective, and that dealings in the New Ordinary Shares will commence at 8.00 a.m. Irish Standard Time/9.00 a.m. CET on 16 August 2016.

The Prospectus has been approved by the Central Bank of Ireland and is publicly available on the Company’s website at www.mainstay-medical.com/investors. The Company has requested that the Central Bank of Ireland provide a certificate of approval and a copy of the Prospectus, together with a translation of the summary of the Prospectus into the French language, to the French Autorité des Marchés Financiers. A translation of the summary of the Prospectus into the French language will be shortly available on the websites of the Company and the AMF (www.amf-france.org).

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About Mainstay

Mainstay is a medical device company focused on bringing to market an innovative implantable neurostimulation system, ReActiv8®, for people with disabling Chronic Low Back Pain (CLBP). The Company is headquartered in Dublin, Ireland. It has subsidiaries operating in Ireland, the United States, Australia and Germany, and its ordinary shares are admitted to trading on Euronext Paris (MSTY.PA) and the ESM of the Irish Stock Exchange (MSTY.IE).

Further information can be found at www.mainstay-medical.com

CAUTION – in the United States, ReActiv8 is limited by federal law to investigational use only.

PR and IR Enquiries:

Consilium Strategic Communications (international strategic communications – business and trade media)

Chris Gardner, Mary-Jane Elliott, Jessica Hodgson, Hendrik Thys
Tel: +44 203 709 5700 / +44 7921 697 654
Email: mainstaymedical@consilium-comms.com

FTI Consulting (for Ireland)

Jonathan Neilan
Tel: +353 1 663 3686
Email: jonathan.neilan@fticonsulting.com

FTI Consulting (for France)

Astrid Villette
Tel: +33 1 47 03 69 51
Email: Astrid.Villette@fticonsulting.com

Investor Relations:

LifeSci Advisors, LLC

Brian Ritchie
Tel: + 1 (212) 915-2578
Email: britchie@lifesciadvisors.com

ESM Advisers:

Davy

Fergal Meegan or Barry Murphy
Tel: +353 1 679 6363
Email: fergal.meegan@davy.ie or barry.murphy2@davy.ie

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This announcement is not an offer of securities for sale in any jurisdiction. This announcement is not a prospectus (or prospectus equivalent document) or an advertisement. Investors should not subscribe for or purchase any shares in the Company based on this announcement or the prospectus. Neither this announcement nor any part of it shall form the basis of or be relied on in connection with or act as an inducement to enter into any contract or commitment whatsoever. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. The material set forth herein is for information purposes only and should not be construed as an offer of securities for sale in any jurisdiction.

No action has been taken by the Company to permit a public offer of New Ordinary Shares under the applicable securities laws of any jurisdiction. Other than in Ireland and France, no action has been taken or will be taken to permit the possession or distribution of the Prospectus (or any other offering or publicity materials relating to the New Ordinary Shares, including this announcement) in any jurisdiction where action for that purpose may be required or where doing so is restricted by law. Accordingly, neither this announcement nor the Prospectus may be distributed or published in any other jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations.

Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

J&E Davy ("Davy") is acting as Financial Adviser to the Company in connection with Admission. Davy, which is regulated in Ireland by the Central Bank of Ireland, is acting for the Company and for no one else in connection with Admission and will not be responsible to any person other than the Company for providing the protections afforded to clients of Davy, nor for providing advice in relation to Admission, the content of this announcement or any matter referred to in this announcement. Apart from the responsibilities and liabilities, if any, which may be imposed on Davy by the Central Bank of Ireland, or the regulatory regime in Ireland, neither Davy nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Davy in connection with this announcement, any statement contained herein or otherwise, nor makes any representation or warranty, express or implied, in relation to, the contents of this announcement, including its accuracy, completeness or verification or for any other statement purported to be made by Davy, or on behalf of Davy in connection with the Company or Admission. Davy accordingly disclaims to the fullest extent permitted by law all and any responsibility or liability to any person who is not a client of Davy, whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have in respect of this announcement or any such statement.

Forward looking statements

This announcement includes statements that are, or may be deemed to be, forward looking statements. These forward looking statements can be identified by the use of forward looking terminology, including the terms "anticipates", "believes", "estimates", "expects", "intends", "may", "plans", "projects", "should", "will", or "explore" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward looking statements include all matters that are not historical facts. They appear throughout this announcement and include, but are not limited to, statements regarding the Company's intentions, beliefs or current expectations concerning, among other things, the Company's results of operations, financial position, prospects, financing strategies, expectations for product design and development, regulatory applications and approvals, reimbursement arrangements, costs of sales and market penetration.

By their nature, forward looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward looking statements are not guarantees of future performance and the actual results of the Company's operations, and the development of its main product, the markets and the industry in which the Company operates, may differ materially from those described in, or suggested by, the forward looking statements contained in this announcement. In addition, even if the Company's results of operations, financial position and growth, and the development of its main product and the markets and the industry in which the Company operates, are consistent with the forward looking statements contained in this announcement, those results or developments may not be indicative of results or developments in subsequent periods. A number of factors could cause results and developments of the Company to differ materially from those expressed or implied by the forward looking statements including, without limitation, the successful launch and commercialisation of ReActiv8, the initiation and success of the ReActiv8-B Clinical Trial, general economic and business conditions, the global medical device market conditions, industry trends, competition, changes in law or regulation, changes in taxation regimes, the availability and cost of capital, the time required to commence and complete clinical trials, the time and process required to obtain regulatory approvals, currency fluctuations, changes in its business strategy, political and economic uncertainty. The forward-looking statements herein speak only at the date of this announcement.