

NOTICE OF 2019 ANNUAL GENERAL MEETING OF STOCKHOLDERS

The 2019 Annual General Meeting of Stockholders (the “AGM”) of Vivos Therapeutics, Inc. (the “Company”) will be held at 10:00 a.m. PDT, on Thursday, April 18, 2019, at The Hilton Garden Inn-Tempe ASU Research Park, 7290 S. Price Rd. Tempe, AZ 85283. Stockholder AGM information, disclosure documents and company financial information is now available for stockholder review by visiting the Vivos AGM website located at: www.vivoslife.com/annualmeeting.html and entering the password: vivosmeeting.

AGENDA

1. To ratify the appointment of Plante & Moran, PLLC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018 and December 31, 2019.
2. To elect seven (7) directors to serve until the next Annual General Meeting of Stockholders or until their respective successors are qualified and elected. The Board of Directors (the “Board”) of the Company has nominated seven (7) persons, each of whom will be voted on individually, and each of whom must receive a simple majority of votes of those present or represented by proxy at the AGM to be elected. You may vote, not vote or abstain for any candidate(s) nominated by the Board. In the event that valid nominations for directors come from the floor at the AGM, then the top seven (7) persons that receive the greatest number of votes will be elected.
3. To authorize and empower the Board to re-domesticate the Company’s charter, if the Board deems such actions to be in the best interest of the Company and stockholders. Such action would result in the re-domestication of the Company’s charter from the State of Wyoming to another U.S. State.
4. To authorize and empower the Board to affect a recapitalization of the Company’s issued common stock only, if the Board deems such actions to be in the best interest of the Company and stockholders. A recapitalization, if approved, will be conducted by way of a reverse split at a ratio of up to 3 old shares for 1 new common share. The reverse split and the reverse split ratio shall be determined solely by the Board in the exercise of its discretion. If approved and implemented, the recapitalization will be of the Company’s issued and outstanding common stock only, and shall not otherwise affect the preferred stock, the outstanding preferred stock and the authorized stock.
5. To approve the 2019 Employee Stock Option Plan.
6. To transact such other business as may properly come before the AGM or any adjournment thereof.

Stockholders are cordially invited to attend the AGM in person. **However, if you are unable to attend in person, to assure your representation at the AGM, please promptly complete, sign and return the enclosed Ballot or Proxy (in the event a third party will attend on your behalf).** Even if you submit a ballot, you may choose to attend and vote in person at the AGM. Whether or not you expect to attend the AGM, please be sure to review the disclosure materials available to all stockholders on our Vivos AGM Website located at: www.vivoslife.com/annualmeeting.html (password: vivosmeeting). Please be sure to send in your ballot as soon as you receive this notice so that we can ensure that an appropriate quorum of stockholders is achieved. Ballots and Proxy forms are also available at the Vivos AGM Website noted above.

The Board recommends you vote (1) “FOR” the ratification of the appointment of Plante & Moran, PLLC as the Company’s independent auditors; (2) “FOR” the election of each individual director candidate as nominated by Board; (3) “FOR” the re-domestication of the Company’s charter; (4) “FOR” the authorization of the recapitalization of the Company’s common stock only; (5) “FOR” the approval of the 2019 Employee Stock Option Plan, and (6) “AGAINST” any shareholder proposal(s) submitted at the AGM.

The Board has fixed March 31, 2019 as the record date for determining shareholders entitled to receive notice of, and to vote at, the AGM or any adjournment or postponement thereof. Only shareholders of record at the close of business on that date will be entitled to notice of, and to vote at, the AGM.

BY ORDER OF THE BOARD OF DIRECTORS,

Gregg C. E. Johnson

Secretary