

## Corporate Governance Statement

Trellus Health Plc (“Trellus” or the “Company”) recognises the value of good corporate governance in every part of its business. The company was incorporated in July 2020 and admitted to FTSE AIM on 28 May 2021.

The Company is required to adopt a recognised corporate governance code and disclose how it complies with that code; to the extent the Company departs from the corporate governance provisions outlined by that code it must explain its reasons for doing so. The directors of the Company (the “Directors” or the “Board”) have resolved to adopt the Quoted Companies Alliance Corporate Governance Code (the “QCA Code”), which they believe is the most appropriate for a company of at the size and at the stage of development of Trellus.

The following table is an overview of the Company’s compliance with the QCA Code principles as at 21 December 2022. The Board shall provide updates to this statement at least annually on its website and in the Company’s annual report and financial statements (the “Annual Report”).

	<b>Principle</b>	<b>How QCA code complied and if not complied why it hasn’t</b>
1.	Establish a strategy and business model which promotes long-term value for shareholders	<p>The Company is a connected care company to chronic diseases, initially focused on the inflammatory Bowel disease (IBD) market. The Company will enable its patients to use a personalised resilience behaviour programme called GRITT to manage their chronic disease. GRITT is licenced from Mount Sinai and is patent filed.</p> <p>Further details of the Company’s strategy and business model can be found in the Chief Executive Officer’s Review in the 2021 Annual Report Page 3 and 4, (the “Annual Report”), which is available on the Company’s website here: <a href="https://www.trellushealth.com/investors">https://www.trellushealth.com/investors</a></p>
2.	Seek to understand and meet shareholder needs and expectations	<p>The Company is too small to have a dedicated investor relations department and accordingly the Company Secretary and an external investor relationship company, Walbrook PR, are responsible for reviewing all communications received from shareholders of the Company (the “Shareholders”) and determining the most appropriate response. The Company Secretary and the Chief Executive Officer will then relay such communications to the rest of the Board.</p> <p>The Chair of the Board and the Chief Executive Officer will also meet institutional investors and those with significant shareholdings (those interested directly or indirectly in 3% or more of the Company’s ordinary share capital) at least twice annually and will be open to holding further meetings as appropriate. Group meetings may be held in order to ensure that Shareholders with direct or indirect interests of less than</p>

		<p>3% wishing to meet with the Company have the opportunity to do so.</p> <p>The Company also plans to hold investor briefings for Shareholders with smaller shareholdings at least annually.</p> <p>Likewise, the Board will engage with Shareholders to understand their needs and expectations and exchange opinions at the annual general meetings, to which all Shareholders will be invited. If physical meetings cannot take place, Shareholders will be given an opportunity to put questions to the Board in advance of the meeting.</p> <p>In addition, the Company will make announcements as appropriate using the regulatory news service (RNS) throughout the financial year so that all investors are aware of material current developments and the financial performance of the Company.</p> <p>The Shareholders can contact the Company as follows:</p> <p>Tel: +44 (0)20 7933 8780 Email: <a href="mailto:investors@trellushealth.com">investors@trellushealth.com</a></p>
3.	Take into account wider stakeholder and social responsibilities and their implications for long-term success	<p>The Company recognises that it is responsible not only to its Shareholders, but to a wider group of stakeholders including its employees, customers, suppliers and the local communities in which it operates. Importantly, the Company believes its stakeholders include patients affected by the chronic disease, their families and caregivers, and also the patient advocacy organisations operating in these chronic conditions space. The Company has a duty to be a good corporate citizen and is conscious to ensure that its business processes minimise harm to the environment and that it contributes as far as is practicable to the local communities in which it operates.</p> <p>The Company believes its business operations have the potential to serve the chronic diseases markets; initially the IBD community as a whole. Assuming a successful pilot project, development and reimbursement of its platform, patients and doctors have the potential to rely on the Company's platform for improved health and outcomes.</p> <p>The Company aims to commercialise its platform efficiently and continue to work with an experienced team to deliver benefits to patients and doctors.</p> <p>The Company's platform may define a personalised, risk-profile of each patient over the course of their life and help them their deal with the triggers which make harder from dealing with their chronic disease.</p>

		<p>The Company has begun to engage with leading payers (Health Plans, Employers and Labour Unions), clinicians in the IBD space and intends to increase the intensity of its outreach efforts.</p> <p>All stakeholders are encouraged to provide feedback to the Company by emailing <a href="mailto:investors@trellushealth.com">investors@trellushealth.com</a></p>
4.	<p>Embed effective risk management, considering both opportunities and threats throughout the organisation</p>	<p>The Company's risk management policy manages the risks it faces (the "Risk Management Policy"). The Risk Management Policy sets out: (1) the Company's approach to risk; and (2) those with the key roles and responsibilities for how risks are managed in the Company. It will be reviewed by the Board on a periodic basis with input from management as to the appropriateness, effectiveness and completeness of its implementation.</p> <p>The key principles that will embody the Company's risk management approach are outlined below:</p> <ul style="list-style-type: none"> <li>- It will be the employees' responsibility to ensure they understand and comply with the Risk Management Policy and their defined risk management roles and responsibilities.</li> <li>- There will be a defined risk management governance structure with clear accountabilities at the Company's location.</li> <li>- A consistent risk management approach will be used throughout the Company to identify and manage risks.</li> <li>- Risk management will be embedded in all key processes and decision points within the Company (including strategy setting, budgeting, planning and performance), as well as in day-to-day operations and activities.</li> </ul> <p>A Risk Register will be maintained and updated periodically. The register will include the risk description, risk owner, mitigation/control description and risk profile.</p> <p>The Company has also disclosed in the Annual Report from page 8) the principal risks it faces at this time.</p> <p>The Board has considered the need for an internal audit function but has resolved that due to the current size and complexity of the Group, this cannot be justified on the grounds of cost effectiveness.</p>

<p>5.</p>	<p>Maintain the board as a well-functioning, balanced team led by the chair</p>	<p>The Directors recognise the value and importance of high standards of corporate governance. Accordingly, the Directors intend to apply the Quoted Companies Alliance Corporate Governance Code (the “QCA Code”).</p> <p>The Company have two Non-executive Directors who it deems to be independent.</p> <p>Currently the Board comprise seven directors, of whom one is executive and six are Non-executive. The Board considers Daniel Mahony and Traci Entel (senior independent Non-executive Director) to be independent for the purposes of the QCA Code.</p> <p>It is the Board’s opinion that Non-executive Director, Dr. Daniel Mahony and Traci Entel are independent in character and judgement, notwithstanding their de minimus shareholding. Daniel holds several non-executive positions and advisory roles in the public and private sectors and Traci has been a member of multiple HR leadership teams and business operating committees and has significant expertise in leading teams and advising executives on HR strategies, culture, organisational effectiveness, diversity and inclusion policies, and implementing talent strategies. The Board does not consider that the size of their shareholding in the Company is such that it would be seen as impeding his exercise of independent judgement at all times, as it is not a material part of Daniel’s and Traci’s net worth.</p> <p>The Board further considers that Dr. Daniel Mahony and Traci Entel are uniquely well placed, through their skills, experience and knowledge, to provide appropriate challenge to the Board.</p> <p>The Company holds regular board meetings and the Board is responsible for formulating, reviewing and approving the Company’s strategy, budget and major items of capital expenditure. The Board has established an audit committee, a remuneration committee and a nomination committee with formally delegated rules and responsibilities. Each of these board committees will meet as and when appropriate, but at least twice each year.</p> <p>The audit committee will comprise Mike Salter and Dr. Daniel Mahony, who will act as chair. The audit committee will, among other things, determine and examine matters relating to the financial affairs of the Company including the terms of engagement of the Company’s auditors and, in consultation with the auditors, the scope of the audit. It will receive and review reports from management and the Company’s auditors relating to the half yearly and annual accounts and the</p>
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6	Ensure directors have the necessary up-to-date experience, skills and capabilities	<p>The Board currently comprises of six Non-executive Directors and an Executive Director who have appropriate balance of skills between them covering the life science industry including digital healthcare, finance and experience in managing the public company aspects of the Company, all of which are considered important in terms of the strategic delivery of value to the shareholders over the medium- to long-term.</p>

		<p>A profile of each Director is provided on the website (<a href="https://www.trellushealth.com/investors">https://www.trellushealth.com/investors</a>) and the Annual Report. All Directors will receive regular updates on legal, regulatory and governance issues and where necessary further training on specific issues. In addition, each Director will have access to the Company's senior employees and external advisers, including legal counsel and Nominated Adviser, to discuss any issues in order to have a full understanding before taking any decisions.</p> <p>The Directors also will also receive regular briefings and updates from the Company Secretary and the Company's Nominated Adviser and legal advisers with respect to continued compliance with AIM Rules for Companies and the Market Abuse Regulations. The Company Secretary is responsible for advising the Board on corporate governance matters and facilitating the flow of information to and from the Board.</p> <p>In addition, the Non-executive Directors benefit from their involvement in other companies in terms of exposure to a range of business models and growth company issues.</p>
7	Evaluate board performance based on clear and relevant objectives, seeking continuous improvement	<p>The annual review and evaluation of the effectiveness of the Board will be conducted by the Non-executive Chairman which will include the Board composition, experience, dynamics and the Board's role and responsibilities for strategy, risk review and succession planning. The evaluations will involve a detailed questionnaire and individual discussions between the Non-executive Chairman and the Directors. Being a small listed company, the Board considers it unnecessary to have evaluations facilitated by an external consultant. The Independent Non-executive Directors, Dr Daniel Mahony and Traci Entel, will conduct an evaluation of the Non-executive Chairman's performance in conjunction with input from the other Directors. The outcome from these evaluations will be discussed by the Board at one of its Board meetings.</p> <p>The performance review of individual executive directors will be undertaken by the Remuneration Committee.</p> <p>The Board is collectively responsible for the succession planning of the executive team. The succession planning will be reviewed on an ongoing basis alongside the capability of the senior management and the Directors.</p>

8	Promote a corporate culture that is based on ethical values and behaviours	<p>The Company Employee handbook, which will be read by all employees as part of their induction, will provide specific detail of the policies in place to promote and support ethical behaviour and values. The Company executive team will monitor and ensure that the employee handbooks are followed, that the Company's culture is visible in recruitment, nominations, training, and reward systems. Any fundamental breach of the Employee Handbook will be reported to the Board.</p> <p>In addition, the Company has also adopted a code of conduct policy. The adoption of the policy is designed to inform employees about the criminal offence of insider dealing; promote honest and ethical conduct; promote full, fair, accurate, timely and understandable disclosure in reports and other public communications made by the Company; promote compliance with applicable government laws, rules and regulations; promote fair dealing practices and deter wrongdoing.</p>
9	Maintain governance structures and processes that are fit for purpose and support good decision making by the board	<p>The roles and responsibilities of specific Directors and Board Committees, including terms of reference for the latter and a list of matters reserved for the Board, are included in the Annual Report pages 19, 20 and 21 and on our website.</p> <p>The Board meets formally numerous times in a year and is responsible for the overall strategy and financial performance of the Group. Each Board meeting is preceded by a clear agenda and any relevant information is provided to the directors in advance of the meeting</p> <p>The Audit, Remuneration and Nomination Committees have terms of reference outlining the specific responsibilities delegated to them. The summarised terms of reference of each Committee are disclosed on our website.</p> <p>The appropriateness of the Board's structures and processes will be reviewed through the ongoing Board evaluation process and on an ad hoc basis by the Non-executive Chairman. These will evolve in parallel with the Company's objectives, strategy and business model as it develops, to include a regular assessment of governance arrangements.</p>
10	Communication how company is governed and is performing by maintaining with shareholders and other relevant stakeholders	<p>The Company communicates progress throughout the year through announcements notified by way of a Regulatory Information Service and in more detail in its Annual Reports and Interim results.</p>

		<p>The results of shareholder votes are made public on the Company's website (<a href="https://trellushealth.com/investors/">https://trellushealth.com/investors/</a>) after the meetings concerned.</p> <p>Notices of all general meetings and annual and interim reports (for the last five years) can be found on our website.</p> <p>Where a significant proportion of votes (20 per cent or more) have been cast against a resolution at a general meeting, the Company will provide an explanation on its website of what actions it intends to take to understand the reasons behind that vote result and, where appropriate, any different action it has taken, or will take, as a result of the vote.</p> <p>Shareholders may contact the Company as follows:</p> <p>Tel: +44 (0)20 7933 8780 Email: <a href="mailto:investors@trellushealth.com">investors@trellushealth.com</a></p>
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