



# Annual Report and Accounts

for the year ended 31 December 2023



**Trellus Health plc**

**Annual report and financial statements  
for the year ended 31 December 2023**

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**Trellus Health plc**

**Company information  
for the year ended 31 December 2023**

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<b>Directors</b>	Dr. Daniel Mahony ( <i>Non-Executive Director</i> ) Dr. Marla Dubinsky ( <i>Chief Executive Officer</i> ) Dr Erik Lium ( <i>Non-Executive Director</i> ) Mike Salter ( <i>Non-Executive Director</i> ) Traci Entel ( <i>Non-Executive Director</i> )
<b>Company Secretary</b>	Salim Hamir FCA
<b>Registered Office</b>	Avon House 19 Stanwell Road Penarth Cardiff, CF64 2EZ
<b>Company Number</b>	Registered in England and Wales Number 12743489
<b>Nominated Adviser and Broker</b>	Singer Capital Markets 1 Bartholomew Lane London, EC2N 2AX
<b>Legal Adviser to the Company</b>	Shoosmiths 1 Bow Churchyard London, EC1A 9DQ
<b>Auditors</b>	Crowe U.K. LLP 55 Ludgate Hill London, EC4M 7JW
<b>Registrar</b>	Link Group Central Square 10 <sup>th</sup> Floor 29 Wellington Street Leeds LS1 4DL
<b>Financial PR</b>	Walbrook PR Limited 75 King William Street London EC4N 7BE
<b>Website</b>	<a href="http://www.trellushealth.com">www.trellushealth.com</a>

## Trellus Health plc

### Chairman's statement for the year ended 31 December 2023

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2023 saw continued progress for Trellus Health, with the key foundations laid to enable future growth in the business. The Company made significant steps in commercialising the delivery of its resilience-based methodology, and ensured that its resources and world-leading expertise can be used at scale to help people living with inflammatory bowel disease (IBD) and to generate value for all our stakeholders.

#### Overview

At the Company's interim results in September 2023, we announced that Trellus Health had concluded offering its direct-to-consumer ("D2C") model for the delivery of Trellus Elevate™. This model has allowed the team to utilise valuable data gained from those early adopters to drive negotiations forward and deliver larger-scale business-to-business-to-consumer ("B2B2C") agreements, where the most significant commercial opportunity lies.

During the year, we made progress on the Company's core B2B2C model, which targets employers, regional and national health plans, and pharmaceutical companies with the activation of our first early-stage B2B2C pilot contracts. As previously indicated, these initial, smaller-scale agreements were designed primarily to demonstrate the improvements in patient outcomes and healthcare economics in order to capture larger B2B2C pilot and demonstration projects.

Post-period end, the Company signed a key B2B2C agreement with a large US health plan, where its members with IBD that are receiving care in two US states will be eligible to receive Trellus Elevate™. The contract demonstrates the headway made with its commercialisation strategy, and that the continued emphasis on its core B2B2C model is the best approach to make Trellus Elevate™ more widely available in order to build value for the Company and its shareholders.

At the start of 2024, I was also pleased to see the initial delivery of licensing agreements with two large pharmaceutical companies; one for the use of proprietary resilience-based assessments in the setting of a clinical trial and the other for the use of whole-person wellness content. These agreements illustrate the effectiveness of our go-to market strategy and shows a diversification of revenue while the partnership with the large US health plan matures. It also highlights the value of Trellus' proprietary methodology, developed and championed by our co-founders, and demonstrates how other companies in the healthcare sector can benefit from understanding the impact of an individual's resilience on a number of outcomes.

A full summary of our progress and achievements made during the year, as well as further detail on the Company's strategy, are covered in the Chief Executive Officer's Review.

#### Board and Senior Management Team

In February 2023, I was appointed Non-executive Chair, following Julian Baines' appointment as Executive Chairman of EKF Diagnostics Holdings plc ("EKF").

In September 2023, the Company also announced the appointment of Joy Bessenger as Chief Financial Officer, following the appointment of Steve Young, Interim Chief Financial Officer, as full-time CFO of EKF. Joy has proven to be a very strong addition to the Trellus Health team, and was instrumental in helping to advance and execute our commercial strategy to secure key partnerships while keeping disciplined control over the Company's finances, which has extended our cash runway to mid-2025.

Post-period end, the Company also announced that Christopher Mills had stepped down from his role on the Board as a Non-Executive Director.

I would like to once again place on record my thanks to Julian, Steve and Christopher for their significant contributions to the Company.

## Trellus Health plc

### Chairman's statement for the year ended 31 December 2023 (*continued*)

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#### Outlook

I have been pleased to see the progress made by the entire Trellus Health team during 2023 that has been translated into visible commercial traction in 2024. Despite the challenging market conditions, the Company has delivered and evolved its core strategy, not least securing its most significant commercial contract to date with a large US health plan, while managing its expenditure and resources to sharpen its focus on the largest commercial opportunities and to extend its cash runway to mid-2025.

Our current B2B2C agreements - particularly our most recently signed contract - are critical as we scale the business, both through expanding existing agreements and by utilising data from our pilot programmes to secure new partnerships. Trellus Health's resilience-based methodology is increasingly being recognised by potential partners as a valuable tool, and as we build the real-world evidence base, I am confident that the Company will be able to achieve further commercial traction and build value for our stakeholders.

I would like to thank the team for their tireless hard work over the course of the year, and our shareholders for their continued support.



Dr. Daniel Mahony  
**Non-Executive Chairman**  
24 April 2024

## Trellus Health plc

### Chief Executive Officer's Review for the year ended 31 December 2023

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In 2023, Trellus Health underwent a significant transformation, marked by the achievement of numerous key milestones. We advanced substantially with our business-to-business-to-consumer ("B2B2C") model and successfully implemented and completed our direct-to-consumer ("D2C") approach. These advancements culminated in the signing of a pivotal B2B2C agreement with a prominent US health plan post-period end, establishing a solid initial partnership. This collaboration will expand the accessibility of Trellus Elevate™ to more individuals than ever before, providing essential support for managing inflammatory bowel disease ("IBD"). Our continued disciplined cash control has also ensured that we remain well-funded to pursue commercial traction into mid-2025 with our existing resources.

#### Commercial progress

##### *Successful Implementation and Completion of D2C*

We launched our D2C model in July 2022, enrolling early adopters through our D2C partner channel agreements, including the Crohn's and Colitis Foundation, and GI OnDemand, with the main objective of validating the use and outcomes of our proprietary methodology and supporting B2B2C engagement, whilst also driving awareness and demand.

Following the completion of our initial D2C program we made the strategic decision to prioritize our B2B2C model, where the Board believes the biggest growth opportunity exists. We migrated our paying D2C members into a community testing group, whereby they continue to receive access to Trellus Elevate™ free of charge and provide member feedback to help us further enhance the platform, enabling us to deliver member-centric improvements faster for our B2B2C partners.

##### *B2B2C*

Our B2B2C model continues to focus on executing agreements with regional and national health plans, employers, health systems, gastrointestinal ("GI") provider networks and pharmaceutical manufacturers to make TrellusElevate™ available at no cost to individuals diagnosed with IBD.

We made strong progress during 2023, with our first two pilot B2B2C contracts with the Mount Sinai Health System becoming active for enrollment in early 2023, and a further contract being signed with a New York-based health insurer in February 2023. These three pilots have now concluded and have provided valuable insights into the optimal framework for larger agreements with prospective B2B2C partners.

Despite their modest scale, these pilot agreements played a pivotal role in scaling up, enabling us to showcase TrellusElevate™ to potential partners and illustrate its delivery within a B2B2C model. Collaborative efforts allowed us to identify strategies for successful implementation of agreements while maximizing cost efficiencies and enhancing outcomes. Concurrently, dedicated efforts were directed towards refining the Trellus Elevate™ platform, ensuring its readiness to meet the demands of expanded partnerships and deliver an unparalleled user experience.

In February 2024, Trellus Health signed an agreement with a large US health plan, focused on inflammatory bowel disease ("IBD") condition management. The agreement is intended to run for up to 21 months, during which time members of the health plan with IBD that are receiving care in two US states will be eligible for participation in the Trellus Elevate™ IBD program. This agreement makes Trellus Elevate™ available at a greater scale than it ever has been before, and will also enable us to continue to demonstrate the patient benefits and economic savings that can be delivered using our methodology.

The initial six months of the agreement are the enrolment phase, during which we will be prioritizing the onboarding of eligible members onto the platform while collaboratively fostering sustained engagement among the health plan members enrolled in our program. In March 2024, the health plan sent out its first of multiple marketing materials to its providers and members, highlighting Trellus Elevate™ as a complimentary health benefit resource. Concurrently, we are directing our own digital marketing efforts via geotargeting toward the two states covered by the agreement, to broaden awareness of this program which is being made available at no cost to eligible health plan members. Both our partner and Trellus Health are encouraged by the early adoption trends. Engagement and other key milestones are reviewed during our joint weekly steering committee calls.

## **Chief Executive Officer's Review for the year ended 31 December 2023 (continued)**

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The active marketing and focus on establishing multiple touchpoints with eligible members and their health care providers demonstrate a strong commitment from the health plan. Our partner has recognized the benefits that Trellus Elevate™ can have for individuals with IBD, with a focus on improved health outcomes and reduced total costs of care. I am confident that we will be able to demonstrate a clear and substantial return for our partner, potentially within twelve to eighteen months. Ideally, strong early data will lead to the expansion of our agreement make Trellus Elevate™ more widely available, and further validate the value to prospective partners.

### *Licensing agreements*

Post-period end, we signed our first two licensing agreements with pharmaceutical industry partners for elements of our resilience-based methodology. One agreement is for the use of proprietary resilience-based assessments in the setting of a clinical trial and the other is for the use of whole-person wellness content. Both agreements show the increasing value that B2B2C partners are placing on our scientifically validated methodology to assess resilience, which can be applied to many areas beyond chronic condition management, such as how resilience affects the subjective and objective way people respond to different therapies.

These revenue-generating agreements, whilst modestly sized at this stage, are an encouraging sign of both the growing understanding of resilience in the healthcare world, as well as a potential additional and diversified revenue stream at little to no additional resource cost to the Company.

### **Enhancing the user and partner experience**

During 2023, we have made investments to enhance the Trellus Elevate™ engagement platform on both our member and provider-facing apps.

Our team, under the leadership of our CTO Jamey Hancock, has optimized the member registration portal, allowing for seamless and efficient onboarding and registration of eligible members, providing each B2B2C partner with a customized portal. Additionally, significant improvements have been made to the Trellus Elevate™ self-curriculum, including new and updated courses, skills and lessons, all aimed at driving resilience and facilitating behavioral change. Moreover, substantial progress has been made in gamifying the platform, enhancing user engagement, and encouraging continued interaction with Trellus Elevate™. Leveraging our proprietary algorithms, we have increased automation in various areas such as symptom, biomarker and medication tracking, further enhancing the platform's effectiveness. We have also updated our provider app, whereby members can share their progress with their own IBD provider in real time and the Trellus Team can communicate directly with the provider in real time to optimize member outcomes.

Post-period end, we secured SOC 2 Type 2 designation for Trellus Elevate™, which is considered the gold standard accreditation for a service organisation in relation to its security, processing integrity and privacy controls and practices.

In 2024, we are set to enhance our technological capabilities as planned, enabling us to scale more efficiently through structuring and tailoring our solution for specific populations. Given our previous level of technology investment, this can be done effectively at modest spend. This strategic approach will broaden our appeal to a wider range of potential B2B2C clients.

### **Financial position and current trading**

As of 31 December 2023, Trellus Health's net cash position was \$12.2m (31 December 2022: \$19.1m). Through our disciplined cash management and prioritization of resources, we have been able to extend our expected cash runway until mid-2025, even on more conservative growth and revenue assumptions than we hope to achieve.

Trellus Health plc

**Chief Executive Officer's Review  
for the year ended 31 December 2023 (continued)**

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Our adjusted EBITDA loss for the year was \$5.8m (FY 2022: \$8.1m), in-line with management expectations.

Our efficient management of resource has been pleasing to see, and I am confident that we are in a good position to deliver further commercial progress and revenue growth using the runway that we have, in both our core offering as well as through other avenues such as licensing agreements for existing proprietary content. Due to our capital investment over the last several periods, we have built a highly scalable large enterprise platform and technology which was ready at time of launch with the large health plan. We anticipate further reducing our expenditure this year, partly due to these prior investments in establishing a go-to-market strategy and platform tailored for major partners.

**Strongly positioned for future growth**

We have made significant strides throughout the past year, and this momentum has continued in 2024. Witnessing the launch of our initial B2B2C contracts and the successful execution of our D2C model has been particularly gratifying. The insights gleaned from our D2C program, and our earlier small scale B2B2C programs, played a pivotal role in securing our recent partnership with a prominent US health plan, a collaboration that the team and I can be immensely proud of. The commitment displayed by our health plan partner in ensuring the success of our venture and the positive impact on their eligible members has been very encouraging.

Our effort to enhance the platform underscores our commitment to provide both users and partners with an unparalleled experience aimed at improving outcomes and fostering behavioral change, ultimately leading to better outcomes and reduced healthcare costs.

The strategic prioritization of our B2B2C core offering in IBD, coupled with the extension of our cash runway into mid-2025, mark significant milestones for us. By channelling our resources toward achieving meaningful commercial traction in our B2B2C offering, I firmly believe we have laid the groundwork for long-term success. We look forward to updating you on our progress as projects are implemented and others added.



Dr. Marla Dubinsky  
**Chief Executive Officer and Co-Founder**



**Trellus Health plc**  
**Board of Directors**  
**for the year ended 31 December 2023**

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The Directors of the Company during the year were:

**Dr. Daniel Mahony** – *Non-Executive Chairman*

Dan was appointed as Chair of Trellus Health in February 2023. He was previously Entrepreneur-in-Residence at Evotec (UK) Limited where he was responsible for the EVOequity investment portfolio. Prior to joining Evotec in October 2021, he was Co-Head of Healthcare at Polar Capital where he launched the healthcare business in 2007 growing it to over \$4 billion of assets under management. Dan was formerly head of European healthcare research at Morgan Stanley, an analyst at ING Barings Furman Selz in New York and a postdoctoral scientist at DNAX Research Institute in Palo Alto. Dan has over twenty-five years of experience within global healthcare covering biotechnology, medical technology, and healthcare services.

Dan chairs the board of the BioIndustry Association (BIA), the industry trade association for UK life sciences, and holds non-executive directorships at the Wellcome Sanger Institute (a world leading genomics research centre), Sernova (a Canadian TSX-listed cell therapy company) and Keepabl (a UK based, privately-owned provider of SaaS solutions for GDPR compliance). In 2022, he was appointed as the Life Sciences Investment Envoy by the UK Government.

**Dr. Marla Dubinsky** – *Chief Executive Officer*

Marla received her medical degree from Queen's University, Canada. She completed her Pediatric Residency at Alberta Children's Hospital, Calgary, Canada, and her Clinical Fellowship in Gastroenterology and Nutrition at Sainte-Justine Hospital at the University of Montreal, Canada. She then completed her Research Fellowship in IBD at Cedars-Sinai Medical Center in Los Angeles where she served as the Director of the Pediatric Inflammatory Bowel Disease Center before joining Icahn School of Medicine at Mount Sinai (ISMMS) as the Chief of the Division of Pediatric Gastroenterology at the Mount Sinai Kravis Children's Hospital. She is also the Co-Director of the Susan and Leonard Feinstein IBD Clinical Center at Mount Sinai.

Marla's primary research focuses on the influence of genetics and immune responses on the variability in clinical presentations, treatment responses and prognosis of early-onset IBD. Her other interests include the impact of IBD on fertility and pregnancy. She has lectured widely both nationally, and internationally and has published in 160 peer reviewed journals including Lancet, Gastroenterology, The Journal of Pediatric Gastroenterology and Nutrition, Inflammatory Bowel Diseases, and the American Journal of Gastroenterology. She also currently sits on the editorial boards of several leading journals.

**Dr. Erik Lium, PhD** – *Non-Executive Director*

Erik will represent ISMMS on the Board as part of the ongoing relationship between the Company and Mount Sinai.

Erik is the President of Mount Sinai Innovation Partners and Executive Vice President and Chief Commercial Innovation Officer of Mount Sinai Health System, where he is responsible for advancing ISMMS' research, instruction, and public service missions through strategic research partnerships with industry. Plus, the management, transfer and commercialisation of technologies, fostering the development of start-ups or joint ventures to advance promising early-stage technologies and enhance ISMMS' research and clinical enterprises. He is a Non-executive Director of Renalytix AI plc and is chair of their audit and remuneration committees. He is also a Non-executive Director of Verici Dx plc and is chair of their remuneration committee. Under Erik's leadership and through Mount Sinai's expansive network of industry partnerships and a vast array of innovators in the fields of drugs, devices, diagnostics, and digital health, Mount Sinai has become a global leader in healthcare technology commercialization, as reflected in its substantial portfolio of technologies in commercial development and the number of startup companies launched. Dr. Lium either participated in or led the creation of 29 public and private companies based on Mount Sinai technologies since 2016, with the current estimated equity value held by Mount Sinai is over \$500M.

Prior to joining Mount Sinai, Erik served as the Assistant Vice Chancellor of Innovation, Technology and Alliances at the University of California, San Francisco (UCSF), and the UCSF Principal Investigator for the Bay area National Science Foundation I-Corps node. Erik also previously served as a member of the Investment Review Committee for the Accelerate NY Seed Fund. He held previous positions at UCSF, including Assistant Vice Chancellor of Research and Director of Industry Contracts. Erik also served as President of LabVelocity Inc., an Information Services Company focused on accelerating research and development in the life sciences, prior to its acquisition in 2004. He pursued post-doctoral research at UCSF in the laboratory of J. Michael Bishop, MD and earned a PhD with honours from the Integrated Program in Cellular, Molecular and Biophysical Studies at Columbia University in the laboratory of Dr. Saul J. Silverstein. Erik holds a BS in Biology from Gonzaga University.

## Trellus Health plc

### Board of Directors for the year ended 31 December 2023 (*continued*)

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#### **Mike Salter** – *Non-Executive Director*

Mike is a Non-Executive Director and currently CEO Jumpcode Inc. Mike worked at GE Healthcare, where he was General Manager for the Custom Molecular Reagent Business within GE Life Sciences. He spent a total of 33 years with GE and Amersham in a variety of positions in the UK, Canada, and USA. He was also a Chief Executive Officer of EKF Diagnostics Holdings plc.

#### **Traci Entel** – *Non-Executive Director and Senior independent Director*

Traci has 25 years' experience in healthcare, technology, and financial services across high-growth and large organisations as a management consultant and global HR executive. She 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. Traci remains a partner at Incandescent, a New York-based management consultancy firm, where she is focused on partnering with leaders to achieve their organization, culture, and talent objectives.

Previously, as the Head of Employee Experience at Stripe and Head of Talent Management at BlackRock, Traci led the firms' talent and culture strategies, including annual performance processes and career development, leadership development and succession, broader learning, people analytics, inclusion & diversity, and M&A. At BlackRock, she was also the lead HR Business Partner for the firm's non-investment functions including technology, operations, institutional sales, and corporate functions. As Chief Human Capital Officer at Booz & Company, Traci developed and delivered a business-back talent strategy and led the integration with PwC to create Strategy&.

Prior to Traci's 10 years in HR leadership roles, she worked in consulting for 14 years, partnering with executives in healthcare, consumer products, and financial services. Starting her career at Mitchell Madison Group, she then spent 10 years with Katzenbach Partners, which was acquired by Booz & Company. At Booz & Company, Traci was a Partner in the firm's Organization, Change and Leadership, and Healthcare practices where she focused on culture evolution & behaviour change, talent strategy, and frontline effectiveness. She later led the people and cultural integration of Booz & Company with PwC to form Strategy&. Traci is a Partnership for New York City David Rockefeller Fellow and member of the Women's Forum of New York.

## Trellus Health plc

### Strategic report for the year ended 31 December 2023

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#### **Our Strategy and Business Model**

Trellus Health plc is a leading pioneer in delivering resilience-driven connected health solutions for chronic conditions. The Company's mission is to elevate the quality and delivery of expert-driven, personalised support and management for people with chronic conditions by fostering resilience, cultivating learning, and connecting all partners involved in the delivery of care. The Company is pioneering a new healthcare category called "Resilience-Driven Connected Health", which we believe will transform the management of chronic conditions through the GRITT™ (Gaining Resilience Through Transition) methodology that was scientifically validated at the Mount Sinai IBD Center, one of the leading IBD treatment centers in the United States and the hospital where Crohn's disease was first scientifically discovered by Dr. Burrill Crohn in 1932.

The Company will provide personalized continuous support, coordination, and remote patient management of clinical and behavioural factors, and effectively identify and modify disease interfering behaviours that lead to expensive unplanned healthcare utilisation. The Company will initially focus on IBD, including Crohn's disease and ulcerative colitis, one of the costliest incurable chronic diseases with a high mental health burden and has now expanded to IBS. The Company is commercialising digital chronic condition management solutions for employers and health plans as well as consumers that utilise the scientifically validated GRITT™ resilience-based methodology and a proprietary HIPAA compliant technology platform called TrellusElevate™. The TrellusElevate™ platform is the Company's proprietary connected health platform that incorporates the GRITT™ methodology and learnings on resilience from clinical research and practice conducted at the Mount Sinai IBD Center for more than five 5 years. The GRITT™ methodology and resilience-driven behavioral health model have been scientifically validated to demonstrate meaningful improvements in patient outcomes and over 94% reduction in hospital admissions which we believe indicates the potential for significant cost savings for healthcare payers. The Company will provide a scientifically validated, resilience-based, connected health solution that:

- Delivers coordinated resilience training and condition management from certified health coaches.
- Partners with providers to reinforce clinical plan adherence (rather than disintermediating them).
- Modifies behaviours to build resilience over time through proven interventions.
- Engages and educates patients.
- Continually monitors and analyses clinical and behavioural markers; and
- Significantly improves healthcare outcomes and reduces expensive, unplanned care.

In July 2020, the Company secured an exclusive license with ISMMS, the medical school of the Mount Sinai Health System, for commercialisation of the GRITT™ methodology for IBD and seven broad chronic disease categories. The Company believes that its resilience-driven connected health solution is adaptable to most chronic conditions, providing personalised interdisciplinary support and management to improve the quality of care and significantly reduce unnecessary and unplanned care events and their associated costs.

#### **Review of the business**

A review of the business is contained in the Chairman's Statement and Chief Executive Officer's review on pages 2 to 6 and the Directors' Report on page 14 to 17.

We recognise that effective risk management is essential to the successful delivery of the Group's strategy. As we continue to grow our business, we believe it is important to develop and enhance our risk management processes and control environment on an ongoing basis and ensure it remains fit for purpose. We continue to mature our approach to identifying and managing risks across the Group in a consistent and robust manner.

Below we describe our risk management approach, the principal risks and uncertainties faced by the Group and the controls in place to manage them.

**Strategic report  
for the year ended 31 December 2023 (continued)**

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**Overview of risk management approach**

The Executive team with the senior management is responsible for identifying, assessing and managing the risks in the business. Risks are identified and assessed by all business areas on a periodic basis, and are measured against a defined set of criteria, considering likelihood of occurrence, and potential impact. The Executive team also conduct a strategic risk identification and assessment exercise to identify risks, including those that could impact the business model, future performance, solvency, or liquidity. This risk information is combined with a consolidated view of the business area risks. The most significant risks identified are included in our Group Risk Profile, which is reported to the Board for review and challenge. The Board has the overall accountability for ensuring that risk is effectively managed across the Group and therefore ensuring that it is comfortable with the nature and extent of the principal risks faced in achieving its strategic objectives.

**Principal risks and uncertainties**

Set out below are the risks which the Directors believe could materially affect the Group's ability to achieve its financial and operating objectives and control or mitigating activities adopted to manage them. The risks are not listed in order of significance.

**1. Patents and know how**

Despite that the Company's licensed methodologies are proprietary in terms of know-how, there is a risk that, if the applied-for patent (and indeed other patents the Company may in future seek to apply for to protect its additional intellectual property being developed) are not granted or are not granted in a form which provides meaningful protection, then third parties including competitors and partner customers may perceive greater scope to develop alternate solutions seeking to address mental resilience and the treatment of chronic health conditions, and in such a way as to diminish the Company's prospects for growth. This would also clearly impact the Company's ability to enforce patent protection (for instance, if patents applied for are not granted) which could create lower actual or perceived barriers to entry by competitors. Notwithstanding the Company's many years of research and development of its methodologies, such risks could impact on the Company's financial position and results of operation. The Company will, however, continue to robustly monitor and maintain its ongoing intellectual property protection needs. No patents have been applied for by the Company to date.

**2. The Company is reliant upon the expertise and continued service of a small number of key individuals of its management, board of directors and scientific advisors.**

The Company relies on the expertise and experience of a small number of key individuals of its management, directors, and scientific advisors to continue to develop and manage the business of the Company. The retention of their services cannot be guaranteed. Accordingly, the departure of these key individuals could have a negative impact on the Company's operations, financial conditions, its ability to execute the Company's business strategy and future prospects. Going forwards, the Company will rely, in part, on the recruitment of appropriately qualified personnel, including personnel with a high level of scientific and technical expertise in the industry. The Company may be unable to find a sufficient number of appropriately highly trained individuals to satisfy its growth rate which could affect its ability to develop products as planned. In addition, the Company's inability to recruit key personnel or the loss of the services of key personnel or consultants may impede the progress of the Company's research and development objectives as well as the commercialisation of its lead and other products.

**3. The Company is subject to research and product development risk.**

The Company will engage in research and development to support evolution and enhancements of its services and offerings, as well as contribute to development and release of new solutions and services. The Group's involvement in complex clinical development processes which has a high incidence of delay or failure to produce desired results. Any inability to enhance the Group's products/services, develop new products/services, or identify market needs within its market may have a material adverse effect on the Company's business, financial condition, and operational results.

Furthermore, the Group's future research and development efforts may be subject to regulations, such as human subject protection, data security/protection, institutional review board/ethics board oversight, regulatory

authorisations, and design control requirements for use in a care setting, whether for FDA, EU-or UK-regulated products, or otherwise. Any failure to comply with such requirements could result in penalties, delay, or prevent commercialisation of the Group's products or those of its partners, which could have a negative impact on the Group's results of operation and financial condition.

**4. The Group is subject to risks associated with a dynamic medical, technological, and regulatory landscape.**

The Group is operating in a market impacted by medical and technological change and obsolescence. There can be no assurance that competitive solutions or breakthroughs in medicine and technology for the monitoring, treatment, or prevention of either chronic conditions or mental health conditions or both may not adversely impact demand for the Group's services and offerings or render them obsolete. Any failure on the Group to adapt to the changing medical and technological landscape or stay up to date with industry trends will have a material adverse impact on the Group's business, financial condition and operational results. The Group's operating environment is subject to increasingly stringent privacy and data security legislation. Any changes to regulation of protected health information or data privacy/security would result in a need to ensure the Group's technology platform and products and the operation of its business remain compliant, which may incur significant costs and impact the Group's financial condition and operations. Presently, The Group is not subject to FDA approval and is not identified as a Software as a Medical Device. Should the Group expand into other geographical territories, the Group may be subject to other regulatory bodies. If there are any subsequent changes to legislation that subject the Group's platform and products to approval processes, whether on privacy and data matters or otherwise in relation to elements of its care provision (including but not limited to the personalisation and delivery of care using AI, machine learning and automation), this may adversely impact the Group's business, financial condition and operational results.

**5. The Group faces competitive threats.**

The Group's future success will depend in part upon the Group's ability to build and retain a competitive position in the market. The Group may also face competition from new or existing companies that have greater research, development, marketing, financial and personnel resources than the Group.

**6. Federal and State fraud and abuse laws**

The Company's arrangements with healthcare professionals, clients, and third-party payors may subject the Company to various federal and state healthcare laws and regulations regarding fraud and abuse. These laws and regulations include federal Anti-Kickback Statute; False Claims Act; and state laws regarding fee-splitting prohibitions and payments to providers. Similar laws and regulations apply in the UK and in the EU. These laws may impact the Company's engagement with the Company's partnered entities as well as impact sales and marketing operations. Failure to maintain compliance could result in significant penalties and require changes in Company's business operations.

**7. Currency Risk**

The Group expects to present its financial information in US dollars, although part of its business may be conducted in other currencies such as Pounds Sterling. As a result, it will be subject to foreign currency exchange risks due to exchange rate movements, which will affect the Group's transaction costs and the translation of its results. The Company's Ordinary Shares are traded in Pounds Sterling.

**8. Cyber security risk**

The Group uses computers extensively in its operations and has an online presence but does not trade online. It is at risk of attack through hacking or other methods. This risk is mitigated by the use of robust security measures, staff training, and back-up systems. The Group also has specific insurance cover.

**Trellus Health plc**  
**Strategic report**  
**for the year ended 31 December 2023 (continued)**

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## **Financial Performance**

The financial performance of the Group for the year ended 31 December 2023, continues to reflect the costs incurred with the development phase of the TrellusElevate technology platform, in addition in the latter half of the year initial revenues have been received from members who are now using the platform as paying customers.

## **Income Statement**

The Group continues to be in the development phase. The revenues for the year ending 31 December 2023 in relation to its operations, through paying members that are early adopters of the platform. The main components of the administrative expenses totalling US \$6.8m (2022: US \$8.8m) were employee related costs of US \$3.9m (2022: US \$4.7m) (excluding the share-based payment charge of US \$0.02m (2022: US \$0.06m), professional costs of US \$0.8m (2022: US \$1.1m), with other operating expenses totalling US \$1.3m (2022: US \$2.3m). Total depreciation, amortisation and impairment were \$0.9m (2022: US \$0.66m).

Disclosed separately is the share-based payments charge of US \$0.02m (2022: US \$ 0.06m). The full benefit will be spread over the vesting periods, which is a weighted average of 2.3 years.

## **Statement of Financial Position and Cash Flow Statement**

The principal asset of the Group is the development costs relating to the TrellusElevate technology platform and software purchased for US \$7.6m (2022: \$6.7m) along with the exclusive licence acquired from Mount Sinai for the GRITT™ technology, purchased for US \$0.5m in 2021, together with related equipment.

The cash position of the Group at on 31 December 2023 of US \$12.2m (2022: US \$19.1), with expenditure in the in 2023 reducing significantly to that of the 2022 as cost control measure were implemented. Due to the depreciation in the value of sterling against the US dollar over 2022, and the substantial funds held in sterling with the parent company at the year end, a foreign exchange loss of US \$1m (2022: \$1.4m) decreased the year end cash balance.

## **Section 172 Statement**

The Directors, in line with their duties under s172 of the Companies Act 2006, act in a way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard to a range of matters when making decisions for the long term. Key decisions and matters that are of strategic importance to the Company are appropriately informed by s172 factors.

Section 172(1)(a) to (f) requires each Director to act in the way he or she considers would be most likely to promote the success of the Company for the benefit of its members as a whole, with regard to the following matters:

- (a) the likely consequences of any decision in the long term
- (b) the interests of the Company's employees
- (c) the need to foster the Company's business relationships with suppliers, customers and others.
- (d) the impact of the Company's operations on the community and the environment
- (e) the desirability of the Company maintaining a reputation for high standards of business conduct; and
- (f) the need to act fairly between members of the Company.

The Group has adopted the Corporate Governance Code for Small and Mid-Size Quoted Companies from The Quoted Companies Alliance (the "QCA Code"). The QCA Code is an appropriate code of conduct for the Group's size and stage of development. There is a discussion of how the Group applies the ten principles of the QCA Code in support of its growth on the Group's website.

The Chairman's and Chief Executive Officer's statements describe the Group's activities, strategy and future prospects, including the considerations for long term decision making.

## Trellus Health plc

### Strategic report for the year ended 31 December 2023 (*continued*)

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The Board considers its major stakeholders to be its employees, its suppliers, customers, and shareholders. When making decisions, the interests of these stakeholders is considered informally as part of the Board's group discussions.

The Board has a good relationship with the Group's employees. The Board maintains constructive dialogue with employees through the Executive Directors. Appropriate remuneration and incentive schemes including bonuses are maintained to align employees' objectives with those of the Group. The Group regularly discusses progress both locally and at group level with employees in "town hall" style meetings, allowing opportunities to exchange views and for employees to have a say. The Group has an open, flexible, and entrepreneurial culture which has allowed the Group to be flexible and responsive to customer needs. The Board monitors, assesses, and promotes the Group's corporate culture through discussions with management and employees and through the use of appropriate measures.

The Board ensures that the Group endeavors to maintain good relationships with its suppliers by contracting on reasonable business terms and paying them promptly, within agreed terms. We meet with our significant suppliers regularly and ensure that services are delivered effectively in a timely and cost-efficient manner. These principles ensure that the Group's and our significant suppliers' interests are aligned.

The Board does not believe that the Group has a significant impact on the communities and environments within which it operates. The Board recognizes that the Group has a duty to be a good corporate citizen and is conscious that its business processes minimize harm to the environment, and that it contributes as far as is practicable to the local communities in which it operates.

The Board recognizes the importance of maintaining high standards of business conduct. The Group operates appropriate policies on business ethics and provides mechanisms for whistle blowing and complaints. The Board endeavors to maintain good relationships with its shareholders and treat them equally. This is described in more detail in "Relations with shareholders" in the Corporate Governance Report.

This report was approved by the Board of Directors on 24 April 2024 and signed on its behalf by:



Dr. Daniel Mahony  
Non-executive Chairman

**Trellus Health plc**  
**Directors' report**  
**for the year ended 31 December 2023**

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The Directors present their report on the affairs of Trellus Health PLC (the "Company") and its subsidiary, ("the Group"), together with the audited Financial Statements and Independent Auditors' Report for the year ended 31 December 2023.

**Principal activities**

The main activity of the Group is to elevate the quality and delivery of expert-driven personalised wellness care for chronic conditions.

**Results and dividends**

During the year ended 31 December 2023 the Group recorded a loss after tax of US \$6.4m (2022: US \$8.8m) and a net cash outflow from operating activities of US \$5.3m (2022: US \$8.6m).

The Directors do not recommend the payment of a dividend.

**Going concern**

The Group is in the development phase of its business and has so far generated minimum revenue related only to implementation services and piloting new patients in the platform. At 31 December 2023, the Group has available cash resources of \$12.2m (2022: US \$19.1m).

In considering the appropriateness of this basis of preparation, the Directors have reviewed the Company and Group working capital forecasts for a minimum of 12 months from the date of the approval of this financial information. Based on their consideration the Directors have reasonable expectation that the Group has adequate resources to continue for the foreseeable future and that carrying values of intangible assets are supported. Thus, the adoption of the going concern basis of accounting in preparing this financial information is considered appropriate.

**Political donations**

The Group made no political donations in the period.

**Future developments**

The Group's future developments are outlined in the Strategic Report on pages 9 to 13.

**Financial risk management**

Financial risk management policies and objectives for capital management are outlined in the principal risks and uncertainties section of the Strategic Report on pages 9 to 13 and in Note 4 to the financial statements.

**Directors' indemnities**

The Group has made qualifying third-party indemnity provisions for the benefit of its Directors, which were made during the period and remain in force at the date of this report.

**Events after the reporting period**

Details of significant events since the reporting period are contained in Note 20 of the financial statements.



## Trellus Health plc

### Directors' report for the year ended 31 December 2023 (continued)

#### Directors

The directors of the Company throughout the year and to the date of this report were:

Dr. Daniel Mahony  
Dr. Marla Dubinsky  
Dr. Erik Lium  
Mike Salter  
Traci Entel

Christopher Mills (Resigned on 28 February 2024)  
Julian Baines, MBE (Resigned on 6 February 2023)

#### Directors' shareholdings

The holdings in the share capital of the Company of those Directors serving at 31 December 2023 and as at the date of signing of these financial statements, all of which are beneficial, were as follows:

	On 31 December 2023 Ordinary Shares of £0.0006 each	On 31 December 2022 Ordinary Shares of £0.0006 each
Dr. Daniel Mahony	225,000	225,000
Dr. Marla Dubinsky	8,750,000	8,750,000
Christopher Mills*	18,209,219	18,209,219
Mike Salter	1,126,026	1,126,026

\* Christopher Mills is partner and Chief Investment Officer of Harwood Capital LLP. Harwood Capital LLP is Investment Manager to North Atlantic Smaller Companies Investment Trust PLC and investment advisor to Oryx International Growth Fund Limited.

#### Substantial shareholdings

As of 31 December 2023, the following interests in 3% or more of the issued Ordinary Share capital had been notified to the Company:

Shareholder	Number of shares	Percentage of issued share capital
Icahn School of Medicine at Mount Sinai	40,384,897	25.0%
Harwood Capital LLP	18,209,219	11.3%
Dr. Marla Dubinsky	8,750,500	5.4%
Dr. Laurie Keefer	8,759,351	5.4%
Dowgate Capital LLP	8,055,102	5.0%
Unicorn Asset Management Limited	6,250,000	3.9%
Lombard Odier Asset Management	5,346,432	3.3%
James Robert Kight	4,852,000	3.0%

#### Corporate Social Responsibility

The Board recognises its employment, environmental and health and safety responsibilities. It devotes appropriate resources towards monitoring and improving compliance with existing standards. The Executive Directors are responsible for these areas at Board level, ensuring that the Group's policies are upheld and providing the necessary resources.

The Directors consider that the nature of the Group's activities is not detrimental to the environment. The Group is committed to identifying and minimising any effect on the environment caused by its operations and the Board recognises that the Group has a duty to be a good corporate citizen and to respect and comply with the laws, regulations, and where appropriate the customs and culture of the territories in which it operates.

## Trellus Health plc

### Directors' report for the year ended 31 December 2023 (*continued*)

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#### Employees

The Group is committed to achieving equal opportunities and to complying with relevant anti-discrimination legislation. It is established Group policy to offer employees and job applicants the opportunity to benefit from fair employment, without regard to their sex, sexual orientation, marital status, race, religion or belief, age or disability. Employees are encouraged to train and develop their careers.

The Group has continued its policy of informing all employees of matters of concern to them as employees, both in their immediate work situation and in the wider context of the Group's well-being. Communication with employees is affected through the Board, the Group's management briefing's structure, formal and informal meetings and through the Group's information systems.

#### Directors Responsibilities

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group and the Company financial statements in accordance with UK-adopted international accounting standards.

Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the Group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently.
- make judgements and accounting estimates that are reasonable and prudent.
- state whether applicable UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare 'the financial statements on the going concern basis unless' it is inappropriate to presume that the Company and Group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

They are further responsible for ensuring that the Strategic Report and the Directors' Report and other information included in the Annual Report and Financial Statements is prepared in accordance with applicable law in the United Kingdom.

The maintenance and integrity of the Trellus Health PLC website is the responsibility of the directors. Legislation in the United Kingdom governing the preparation and dissemination of the accounts and the other information included in annual reports may differ from legislation in other jurisdictions.

**Trellus Health plc**  
**Directors' report**  
**for the year ended 31 December 2023 (continued)**

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**Auditors**

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that Director is aware, there is no relevant audit information of which the Group and the Group's auditor is unaware; and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditor is aware of that information.

Crowe U.K. LLP has expressed its willingness to continue in office and a resolution to reappoint the firm as Auditor and authorising the Directors to set their remuneration will be proposed at the forthcoming Annual General Meeting

This report was approved by the Board of Directors on 24 April 2024 and signed on its behalf by:



Dr. Daniel Mahony  
Non-executive Chairman

## Trellus Health plc

### Corporate governance statement for the year ended 31 December 2023

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#### Compliance

The Company recognises the value of good corporate governance in every part of its business. The Board has adopted the corporate governance principles of the 2018 Quoted Companies Governance Code. Details of the Code can be obtained from the Quoted Companies Alliance's website ([www.theqca.com](http://www.theqca.com)). Details of the compliance of the Code is laid out on the website: <https://www.trellushealth.com/corporategovernance>

The Company following statement describes in summary how the Group seeks to address the principles underlying the Code.

#### Board composition and responsibility

The Board currently comprises one Executive Director and five Non-Executive Directors. Dr. Daniel Mahony has taken over as Non-Executive Chairman from Julian Baines who resigned post year end.

It is the Board's opinion that Dr. Daniel Mahony and Traci Entel are independent in character and judgement and that there are no relationships or circumstances which could materially affect or interfere with the exercise of their independent judgement.

All Directors are subject to election by Shareholders at the first Annual General Meeting after their appointment and are subject to re-election at least every three years. Non-Executive Directors are appointed for a specific term of office which provides for their removal in certain circumstances, including under section 168 of the Companies Act 2006. The Board does not automatically re-nominate Non-Executive Directors for election by Shareholders. The terms of appointment of the Non-Executive Directors can be obtained by request to the Company Secretary.

The Board's primary objective is to focus on adding value to the assets of the Group by identifying and assessing business opportunities and ensuring that potential risks are identified, monitored and controlled. Matters reserved for Board decisions include strategic long-term objectives and capital structure of major transactions. The implementation of Board decisions and day to day operations of the Group are delegated to Management.

There is a division of responsibilities between the Non-Executive Chairman, who is responsible for the overall strategy of the Group and running the Board, and the CEO, who is responsible for implementing the strategy and day to day running of the Group.

#### Board meetings

Seven Board meetings were held during the year. The Directors' attendance record during the year of office is as follows:

Dr. Daniel Mahony	7/7
Dr. Marla Dubinsky	7/7
Dr Erik Lium	6/7
Mike Salter	5/7
Traci Entel	7/7
Christopher Mills	7/7
Julian Baines	1/1

Internal evaluation of the performance of the Board and that of Chairman has been performed including the effectiveness of the Board committees.

## Trellus Health plc

### Corporate governance statement for the year ended 31 December 2023 (*continued*)

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#### **Audit Committee**

The Audit Committee comprises Dr. Dan Mahony, who acts as chair, and Mike Salter. The Audit Committee will, among other things, determine and examine matters relating to the financial affairs of the Company including the terms of the engagement of the Company's auditors and, in consultation with the auditors, the scope of the audit. It will receive and review the reports from management and the Company's auditors relating to the half-yearly and annual accounts and the accounting and the internal control systems in use throughout the Company.

The committee has met twice during the year ended 31 December 2023. There have been no significant matters communicated to the Committee by the auditors and no interaction with the Financial Reporting Council.

#### **Remuneration Committee**

The Remuneration Committee comprises Traci Entel, who will act as Chair and Dr. Erik Lium. The Remuneration Committee reviews and makes recommendations regarding the Executive Directors' remuneration and benefits packages, including share options and the terms of their appointment. The Remuneration Committee also make recommendations to the Board concerning the allocation of share options to employees under the intended share option schemes.

The Committee met twice during the year ended 31 December 2023.

#### **Nomination Committee**

The Nomination Committee comprises Traci Entel, who acts as chair, and Mike Salter. The Nomination Committee will review and recommend nominees as new Directors to the Board.

#### **Internal control**

The Directors are responsible for ensuring that the Group maintains a system of internal control to provide them with reasonable assurance regarding the reliability of financial information used within the business and for publication and that the assets are safeguarded. There are inherent limitations in any system of internal control and accordingly, even the most effective system can provide only reasonable, but not absolute, assurance with respect to the preparation of financial reporting and the safeguarding of assets.

The Group, in administering its business, has put in place strict authorisation, approval and control levels within which senior management operates. These controls reflect the Group's organisational structure and business objectives. The control system includes clear lines of accountability and covers all areas of the organisation. The Board operates procedures which include an appropriate control environment through the definition of the above organisation structure and authority levels and the identification of the major business risks.

#### **Internal financial reporting**

The Directors are responsible for establishing and maintaining the Group's system of internal reporting and as such have put in place a framework of controls to ensure that on-going financial performance is measured in a timely and correct manner and that risks are identified as early as is practicably possible. There is a comprehensive budgeting system and monthly management accounts are prepared which compare actual results against both the budget and the previous year. They are reviewed and approved by the Board and revised forecasts are prepared on a regular basis.

## Trellus Health plc

### Corporate governance statement for the year ended 31 December 2023 (*continued*)

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#### Relations with shareholders

The Company will report to Shareholders twice a year. The Company dispatches the notice of its Annual General Meeting, together with a description of the items of special business, at least 21 clear days before the meeting. Each substantially separate issue is the subject of a separate resolution, and all Shareholders have the opportunity to put questions to the Board at the Annual General Meeting.

The Chair(s) of the Audit and Remuneration Committees normally attend the Annual General Meeting and will answer questions which may be relevant to their work. The Chairman advises the meeting of the details of proxy votes cast on each of the individual resolutions after they have been voted on in the meeting. The Chairman and the Non-Executive Directors intend to maintain a good and continuing understanding of the objectives and views of the Shareholders.

Shareholders may contact the Company as follows:

Tel: +44 (0)20 7933 8780

Email: [investors@trellushealth.com](mailto:investors@trellushealth.com)

#### Corporate social responsibility

The Board recognises that the Group has a duty to be a good corporate citizen and is conscious that its business processes minimise harm to the environment, that it contributes as far as is practicable to the local communities in which it operates and takes a responsible and positive approach to employment practices.

The Corporate Governance Statement was approved by the Board on 24 April 2024 and signed on its behalf by:



Salim Hamir  
Company Secretary

Trellus Health plc

Report of the remuneration committee  
for the year ended 31 December 2023

**Statement of compliance**

This report does not constitute a Directors' Remuneration Report in accordance with The Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019 which do not apply to the Company as it is not fully listed. This report sets out the Group policy on Directors' remuneration, including emoluments, benefits and other share-based awards made to each Director.

**Policy on Executive Directors' remuneration**

Remuneration packages are designed to motivate and retain the Executive Director to ensure the continued development of the Group and to reward them for enhancing value to shareholders. The main elements of the remuneration package for the Executive Director are basic salary, performance-related bonuses, benefits and share-based incentives.

**Directors' remuneration - Audited**

The remuneration of the Directors for the year ended 31 December 2023 is shown below:

	Base Salary and fees US\$	Pension US\$	Year to 31 December 2022 US\$	Year to 31 December 2022 US\$
<b>Executive Director</b>				
Dr. Marla Dubinsky*	208,482	-	208,482	146,542
Monique Fayad**	-	-	-	166,321
<b>Total</b>	<b>208,482</b>		<b>208,482</b>	<b>312,863</b>
<b>Non-Executive Directors</b>				
Julian Baines	6,025	-	6,025	61,670
Dr. Daniel Mahony	60,287	-	60,287	30,835
Dr Erik Lium***	31,750	-	31,750	30,835
Christopher Mills	31,750	-	31,750	30,835
Mike Salter	31,750	-	31,750	30,835
Traci Entel****	31,750	-	31,750	15,155
<b>Total</b>	<b>193,312</b>	-	<b>193,312</b>	<b>200,165</b>
<b>Total fees and emoluments</b>	<b>401,794</b>	-	<b>401,794</b>	<b>513,028</b>

\* Dr Marla Dubinky was Non-Executive Director till her appointment as Chief Executive Officer on 19 July 2022.

\*\* Monique Fayad resigned as Chief Executive Officer on 19 July 2022.

\*\*\*Dr Erik Lium is not entitled to receive remuneration as he sits on the Board as a representative of the Icahn School of Medicine at Mount Sinai and his fees are paid to Mount Sinai.

\*\*\*\*Traci Entel was granted options over 100,000 ordinary shares in the Group on 22 June 2022.

Approved by the Board on 24 April 2024 and signed on its behalf by:

*Traci Entel*

Traci Entel  
Chair of the Remuneration Committee

## Trellus Health plc

### Report of the Audit Committee for the year ended 31 December 2023

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The Audit Committee reports to the Board on matters concerning the Group's internal financial controls, financial reporting and risk management systems, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.

#### **Composition of the Audit Committee**

The Audit Committee is appointed by the Board comprised Dr Daniel Mahony (Committee Chair) and Mike Salter. Dr Daniel Mahony has experience of chairing and holding non-executive position with number of Boards. Whilst no non-executive member of the Board held an accounting qualification during the 2023 financial year, Dr Daniel Mahony and Traci Entel were both deemed competent by virtue of their experience and relevant experience to the sector in which the Company operates.

#### **Role of the Audit Committee**

The Audit Committee operates within defined terms of reference and its main functions are:

- to monitor the internal financial control and risk management systems on which the Group is reliant;
- to consider whether there is a need for the Group to have its own internal audit function;
- to monitor the integrity of the Group's financial statements and formal announcements relating to the Group's financial performance, reviewing significant financial reporting judgements contained in them;
- to review arrangements by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting or any other matter;
- to meet the independent Auditor of the Group to review their proposed audit programme of work and the subsequent Audit Report and to assess the effectiveness of the audit process and the levels of fees paid in respect of both audit and non-audit work;
- to make recommendations to the Board in relation to the appointment, re-appointment or removal of the Auditor, and to negotiate their remuneration and terms of engagement on audit and non-audit work; and
- to monitor and review annually the external Auditor's independence, objectivity, effectiveness, resources and qualification.

#### **External audit**

The Group's external auditor is Crowe U.K. LLP.

The effectiveness and independence of the external audit and auditor is reviewed annually by reference to the auditor's attendance at Committee meetings, their audit plan, audit fieldwork, post-audit management letter and the judgment of the Committee having discussed the matter with the finance director.

The external auditor also provides certain non-audit services including annual tax compliance. The Board has reviewed its safeguards and policies in place for non-audit services and is satisfied that these are sufficiently robust to ensure that Crowe U.K. LLP maintain their audit objectivity and independence. Crowe U.K. LLP report to the Board annually on their independence from the Company. Non-audit services are provided only if such services do not conflict with their statutory responsibilities and ethical guidance.

Taking all of the above into consideration, the Committee concluded the auditors were both effective and independent during the year.

Review of financial statements and risks identified Financial statements issued by the Company need to be fair, balanced, and understandable. The Audit Committee reviews the Annual Report as a whole and makes recommendations to the Board. The Audit Committee has advised the Board that, in its opinion, the Annual Report and Financial Statements are fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy. The Company's unaudited interim results are also reviewed by the Audit Committee prior to their publication.



Trellus Health plc

**Report of the Audit Committee  
for the year ended 31 December 2023 (continued)**

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**Key risk areas, and audit and accounting matters considered by the Committee**

Generally, there is a close relationship between the Company's income statement and its cash flows, with few significant judgmental items or longer-term unsettled items remaining on the balance sheet.

The main accounting and audit risks identified during the year, including as also described in the auditor's report, were:

- capitalisation of intangible costs and impairment review;
- recoverability of amounts due from subsidiary;
- funding and going concern risk assessments; and
- revenue recognition (principally year end cut-off).

No significant adjustments or matters of concern were identified by the external audit.

**Internal control and consideration of the need for the internal audit**

The Board believes that due to the size of the business there is currently no requirement for an internal audit function. This matter is reviewed annually.

The finance function for the Group is managed by the Finance Director with use of outsourcing facilities. Reliance with regard to internal control effectiveness is placed on the close involvement of the Chief Executive Officer, the Finance Director and the Company Secretary in the day to day management and control of the business, with the Audit Committee retaining oversight of financial information provided to the Board and the Group's accounting and internal control policies and procedures. Recommendations for amendments or improvements are made as needed.

During the year there were no significant matters raised by the external auditors, nor any significant matters of concern identified with regard to internal control elsewhere that required action by the Committee.

Therefore, it is judged that the current size, financial position, complexity and risk profile of the Group does not justify the cost of an internal audit function. This will be kept under annual review.



Dr Daniel Mahony  
Chair of the Audit Committee  
24 April 2024

**Report of the audit of the financial statements  
for the year ended 31 December 2023**

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**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF TRELLUS HEALTH PLC**

**Opinion**

We have audited the financial statements of Trellus Health plc (the "parent company") and its subsidiary (the "group") for the period ended 31 December 2023 which comprise the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, the Consolidated and Company Statements of Financial Position, the Consolidated and Company Statements of Cash Flows, the Consolidated Statement of Changes in Equity and notes to the financial statements, including a summary of material accounting policies. The financial reporting framework that has been applied in the preparation of the group and parent company financial statements is applicable law and UK adopted International Accounting Standards (IFRSs).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2023 and of the group's loss for the period then ended;
- the group and parent company financial statements have been properly prepared in accordance with UK adopted International Accounting Standards; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group and the parent company's ability to continue to adopt the going concern basis of accounting included the following procedures:

- an assessment of the appropriateness of the approach, assumptions and arithmetic accuracy of the approved budget used by management when performing their going concern assessment for a period of at least twelve months from the date of the approval of the financial statements;
- our challenge of the underlying data and key assumptions used to make the assessment and the results of management's stress testing, to assess the reasonableness of economic assumptions on the group and parent company's solvency and liquidity position.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company or the group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## Trellus Health plc

### Report of the audit of the financial statements for the year ended 31 December 2023 (*continued*)

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#### Overview of our audit approach

##### *Materiality*

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the group financial statements as a whole to be \$320,000 (2022: \$420,000) based on 5% of the expected loss before tax at the planning stage. We did not consider it necessary subsequently to amend our assessment. Profit or loss before tax is a generally accepted auditing benchmark.

We use a different level of materiality ("performance materiality") to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. We determined the group performance materiality to be \$224,000 (2022: \$294,000).

Where considered appropriate, performance materiality may be reduced to a lower level, such as for related party transactions and Directors' remuneration. We agreed with the Audit Committee to report to it all identified errors in excess of \$16,000 (2022: \$21,000). Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

The parent company materiality was assessed as \$70,000 (2022: \$70,000) based on approximately 5% of its expected loss before tax at the planning stage. Performance materiality was set at \$49,000 (2022: \$50,000).

##### *Overview of the scope of our audit*

The Company's operations are based in the UK and the USA. In view of the early stage of development of the group's business activities the audit team performed a full scope audit on the group from the UK as a single component.

#### Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. In addition to going concern, which is referred to in 'Conclusions relation to going concern' above, the matter which we identified as a key audit matter is set out below. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

Trellus Health plc

Report of the audit of the financial statements  
for the year ended 31 December 2023 (continued)

<b>Key audit matter</b>	<b>How the scope of our audit addressed the key audit matter</b>
<p><i>Group - Valuation of intangible assets (impairment assessment)</i></p> <p>As set out in note 12, the group held intangible assets with a carrying value of \$7.9m at the reporting date (2022: \$6.5m). These assets include capitalised development expenditure.</p> <p>IAS 36 requires management to perform an assessment, at each reporting date, to determine whether there is any indication that the intangible asset may be impaired. At the reporting date the market capitalisation of the group was less than the carrying value of intangible assets, which is an indicator of impairment. The directors therefore considered the existence of future impairment triggers (such as a reduction in likelihood of successful commercialisation), which involves judgment.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• We performed inquiries with management to understand the key controls relating to the impairment review process and ensured external and internal factors were appropriately considered in determining whether indicators of impairment exist;</li> <li>• We obtained and reviewed the agreement signed with a US health plan subsequent to the period end and signed pilot contracts and discussed the pipeline of other prospective contracts with management;</li> <li>• We tested amounts of external and internal development expenditure capitalised to supporting documentation and considered the appropriateness of the amounts capitalised and, where applicable, the amounts of capitalised expenditure which have been impaired;</li> <li>• We considered whether the level of expenditure on continuing software development included in the going concern projections included amounts sufficient to enable the completion and maintenance of the software platform; and</li> <li>• We considered the appropriateness of related disclosures in the financial statements.</li> </ul>

**Other information**

The directors are responsible for the other information contained within the annual report. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

**Opinion on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements

**Report of the audit of the financial statements  
for the year ended 31 December 2023 (continued)**

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**Matters on which we are required to report by exception**

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

**Responsibilities of the directors for the financial statements**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained an understanding of the legal and regulatory frameworks within which the Company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and taxation legislation. Technical, clinical or regulatory laws and regulations which are inherent risks in the development of the software platform and delivery of services to subscribers and members are mitigated and managed by the board and management in conjunction with expert regulatory consultants in order to monitor the latest regulations and planned changes to the regulatory environment.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management. Our audit procedures to respond to these risks included enquiries of management about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals and reviewing accounting estimates for biases.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

**Trellus Health plc**

**Report of the audit of the financial statements  
for the year ended 31 December 2023 (continued)**

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These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**Use of our report**

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



**Stephen Bullock**  
(Senior Statutory Auditor)  
for and on behalf of Crowe U.K. LLP  
Statutory Auditor  
London  
24 April 2024

Trellus Health plc

**Consolidated Income Statement  
for the year ended 31 December 2023**

	Notes	2023 \$'000	2022 \$'000
Revenue		19	18
Cost of Sales		-	-
Gross Profit		19	18
Administrative Expenses	5	(6,822)	(8,828)
<b>Operating Loss</b>		<b>(6,803)</b>	<b>(8,810)</b>
Depreciation, amortization and impairment		957	659
Share-based payments	18	24	62
<b>EBITDA before exceptional items and share-based payments</b>		<b>(5,822)</b>	<b>(8,089)</b>
Finance Income		464	-
<b>Loss before Income Tax</b>		<b>(6,339)</b>	<b>(8,810)</b>
Income Tax Charge		-	-
<b>Loss for the Year</b>		<b>(6,339)</b>	<b>(8,810)</b>
<b>Loss per share</b>			
Basic and Diluted (US \$)	10	(0.04)	(0.05)

The results reflected above relate to continuing operations.

**Consolidated Statement of Comprehensive Income  
for the year ended 31 December 2023**

	2023 \$'000	2022 \$'000
<b>Loss for the year</b>	<b>(6,339)</b>	<b>(8,810)</b>
Items that may be subsequently reclassified to profit and loss		
Currency translation differences	724	(1,434)
<b>Total comprehensive loss for the year</b>	<b>(5,615)</b>	<b>(10,244)</b>

The notes on pages 34 to 46 form part of these financial statements.

Trellus Health plc

Consolidated and Company's Statements of Financial Position  
at 31 December 2023

	Notes	Group 2023 \$'000	Group 2022 \$'000	Company 2023 \$'000	Company 2022 \$'000
<b>Assets</b>					
<b>Non-Current Assets</b>					
Property, plant, and equipment	11	35	58	1	1
Intangible Assets	12	7,923	6,488	369	393
Investments	13	-	-	-	-
<b>Total Non-Current Assets</b>		<b>7,958</b>	<b>6,546</b>	<b>370</b>	<b>394</b>
<b>Current Assets</b>					
Trade receivables and prepaid expenses	14	163	283	25,733	17,611
Cash and cash equivalents		12,166	19,085	11,486	18,696
<b>Total Current Assets</b>		<b>12,329</b>	<b>19,368</b>	<b>37,219</b>	<b>36,307</b>
<b>Total Assets</b>		<b>20,287</b>	<b>25,914</b>	<b>37,589</b>	<b>36,701</b>
<b>Share Capital and Equity</b>					
Share Capital	16	137	137	137	137
Share Premium	17	43,387	43,387	43,387	43,387
Share-based Payment Reserve	17,18	225	201	225	201
Foreign Currency Reserves	17	(2,435)	(3,159)	(1,495)	(3,159)
Retained Earnings		(21,813)	(15,474)	(4,845)	(3,979)
<b>Total Equity</b>		<b>19,501</b>	<b>25,092</b>	<b>37,409</b>	<b>36,587</b>
<b>Liabilities</b>					
<b>Current Liabilities</b>					
Trade and other payables	15	786	822	180	114
<b>Total Liabilities</b>		<b>786</b>	<b>822</b>	<b>180</b>	<b>114</b>
<b>Total Equity and Liabilities</b>		<b>20,287</b>	<b>25,914</b>	<b>37,589</b>	<b>36,701</b>

The notes on pages 34 to 46 form part of these financial statements.

The Company has elected to take the exemption under section 408 of the Companies Act 2006 not to present the Parent Company income statement. The loss for the Parent Company for the year was US \$866,000 (2022: US \$2,985,000).

The financial statements were approved and authorised for issue by the Board of Directors on 24 April 2024 and were signed on its behalf by:



**Dr. Daniel Mahony**  
Company Number 12743489



**Dr. Marla Dubinsky**



Trellus Health plc

Consolidated and Company's Statement of Cash Flows  
for the year ended 31 December 2023

		Group 2023 \$'000	Group 2022 \$'000	Company 2023 \$'000	Company 2022 \$'000
	Notes				
<b>Cash Flow from Operating Activities</b>					
Operating loss for the year		(6,803)	(8,810)	(1,330)	(2,985)
<i>Adjustments for:</i>					
Depreciation and amortisation	5,11,12	716	536	42	43
Impairment of Intangibles		241	123	-	-
Share-based payment expense	18	24	62	24	62
		<b>(5,822)</b>	<b>(8,089)</b>	<b>(1,264)</b>	<b>(2,880)</b>
Decrease/(Increase) in trade and other receivables	14	120	168	(7,182)	(7,542)
(Decrease)/Increase in trade and other payables	15	(36)	(699)	66	37
Interest received		464	-	464	-
<b>Net cash outflow from operating activities</b>		<b>(5,274)</b>	<b>(8,620)</b>	<b>(7,916)</b>	<b>(10,385)</b>
<b>Cash Flow from Investing Activities</b>					
Purchases of plant, property and equipment	11	-	-	-	-
Purchases of intangible assets	12	(2,351)	(2,908)	-	-
<b>Net cash outflow from investing activities</b>		<b>(2,351)</b>	<b>(2,908)</b>	<b>-</b>	<b>-</b>
<b>Cash Flow from Financing Activities</b>					
Net proceeds from issue of ordinary shares	16	-	-	-	-
<b>Net cash Inflow from financing activities</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Decrease in Cash and Cash Equivalents</b>		<b>(7,625)</b>	<b>(11,528)</b>	<b>(7,916)</b>	<b>(10,385)</b>
<b>Cash and Cash Equivalents at the Beginning of the Year</b>		<b>19,085</b>	<b>31,982</b>	<b>18,696</b>	<b>30,450</b>
Exchange gain/(loss) on Cash and Cash Equivalents	17	706	(1,369)	706	(1,369)
<b>Cash and Cash Equivalents at the End of the Year</b>		<b>12,166</b>	<b>19,085</b>	<b>11,486</b>	<b>18,696</b>

The notes on pages 34 to 46 form part of these financial statements.

Trellus Health plc

Consolidated Statement of Changes in Equity  
for the year ended 31 December 2023

Consolidated	Notes	Share Capital \$'000	Share Premium Account \$'000	Other Reserves \$'000	Foreign Currency Reserve \$'000	Retained Earnings \$'000	Total \$'000
<b>At 1 January 2022</b>		137	43,387	139	(1,725)	(6,664)	35,274
<b>Comprehensive Income</b>							
Loss for the year		-	-	-	-	(8,810)	(8,810)
Currency translation differences		-	-	-	(1,434)	-	(1,434)
<b>Total Comprehensive Loss for the Year</b>		-	-	-	(1,434)	(8,810)	(10,224)
Share based payment reserve		-	-	62	-	-	62
<b>Balance at 31 December 2022 and At 1 January 2023</b>		<b>137</b>	<b>43,387</b>	<b>201</b>	<b>(3,159)</b>	<b>(15,474)</b>	<b>25,092</b>
<b>Comprehensive Income</b>							
Loss for the year		-	-	-	-	(6,339)	(6,339)
Currency translation differences		-	-	-	724	-	724
<b>Total Comprehensive Loss for the Year</b>		-	-	-	724	(6,339)	(5,615)
Share Based Payment Reserve		-	-	24	-	-	24
<b>Balance at 31 December 2023</b>		<b>137</b>	<b>43,387</b>	<b>225</b>	<b>(2,435)</b>	<b>(21,813)</b>	<b>19,501</b>

**Trellus Health plc**  
**Company Statement of Changes in Equity**  
**for the year ended 31 December 2023**

<b>Company</b>	<b>Notes</b>	<b>Share Capital \$'000</b>	<b>Share Premium Account \$'000</b>	<b>Other Reserves \$'000</b>	<b>Foreign Currency Reserve \$'000</b>	<b>Retained Earnings \$'000</b>	<b>Total \$'000</b>
<b>At 1 January 2022</b>		137	43,387	139	(1,725)	(994)	40,944
<b>Comprehensive Income</b>							
Loss for the year		-	-	-	-	(2,985)	(2,985)
Currency translation differences		-	-	-	(1,434)	-	(1,434)
<b>Total Comprehensive Loss for the Year</b>		-	-	-	(1,434)	(2,985)	(4,419)
Share Based Payment Reserve		-	-	62	-	-	62
<b>Balance at 31 December 2022 and</b>							
<b>At 1 January 2023</b>		137	43,387	201	(3,159)	(3,979)	36,587
<b>Comprehensive Income</b>							
Loss for the year		-	-	-	-	(866)	(866)
Currency translation differences		-	-	-	1,664	-	1,624
<b>Total Comprehensive Loss for the Year</b>		-	-	-	1,664	(866)	798
Share Based Payment Reserve		-	-	24	-	-	24
<b>Balance at 31 December 2022</b>		137	43,387	225	(1,495)	(4,845)	37,409

**Notes forming part of the consolidated financial statements  
for the year ended 31 December 2023**

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**1 General information**

The principal activity of Trellus Health PLC (the “Company”) is the delivery of resilience-driven care for complex chronic conditions.

The Company is a public limited company incorporated in England and Wales and domiciled in the UK. The address of the registered office is Avon House, 19 Stanwell Road, Penarth, Cardiff CF64 2EZ and the company number is 12743489.

The Company was incorporated as Trellus Health Limited on 15 July 2020 as a private company and on 28 May 2021 the Company was re-registered as a public company and changed its name to Trellus Health PLC is listed on the Alternative Investment Market (AIM) at London Stock Exchange.

**2 Summary of material accounting policies**

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. The policies have been consistently applied throughout all years presented, unless otherwise stated:

**Basis of preparation**

The financial statements of Trellus Health PLC, both Group and the Parent Company, have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006.

The consolidated financial statements have been prepared under the historical cost convention.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3.

*a) Standards, interpretations and amendments effective from 1 January 2023*

The Group has applied the following standards and amendments for the first time for their annual reporting period ended 31 December 2023:

- Amendments to IAS 1: Presentation of Financial Statements and IFRS Practice Statement 2: Making Material Judgements – Disclosure of Accounting Policies;
- Amendments to IAS 12: Income Taxes – Deferred Tax related to Assets and Liabilities arising from a Single Transaction; and
- Amendments to IAS 8: Accounting Polices, Changes in Accounting Estimates and Errors – Definition of Accounting Estimates.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

*b) New standards, amendments and interpretations issued but not effective for the financial year beginning 1 January 2024 and not early adopted.*

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning on or after 1 January 2024, and have not been applied in preparing these financial statements. The Group does not anticipate a material impact within its financial statements as a result of the applicable standards and interpretations.

# Trellus Health plc

## Notes forming part of the consolidated financial statements for the year ended 31 December 2023 (*continued*)

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### 2 Summary of material accounting policies (*continued*)

#### ***Basis of consolidation***

The consolidated financial statements present the results of the Company and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the acquisition method. In the statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of profit or loss and other comprehensive income from the date on which control is obtained. They are deconsolidated from the date on which control ceases.

#### **Going concern**

The Group is in the development phase of its business and has only generated revenues related to implementation services and early patients in pilot scheme. At December 2023 the Group has available cash resources of \$12.2m.

The Board has considered the impact of the ongoing Russia/Ukraine war and rising inflation. There has been minimal impact on the Company to date and the Board anticipates minimal on-going impact, due to the nature of the business..

The Directors have prepared cash flow forecasts for the Group for a review period of over 12 months from the date of approval of this financial statement. These forecasts reflect an assessment of current and future market conditions and their impact on the Group's future cash flow performance.

The forecasts have been sensitised for additional costs which may be incurred in the review period. In the sensitised scenario, the forecasts indicate the Group would still have sufficient cash to continue as a going concern.

Having considered the points above, the Directors remain confident in the long-term future prospects for the Group, and their ability to continue as a going concern for the foreseeable future. They therefore adopt the going concern basis in preparing the historical financial information of the Group and the Company.

#### **Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

#### ***Current tax***

Current tax payable is based on taxable profit for the year. Taxable profit differs from net profits as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantially enacted by the reporting end date.

#### ***Deferred tax***

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying amounts of assets and liabilities in the historical financial information and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary differences arise from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit, and at the time of the transactions does not give rise to equal taxable and deductible temporary differences.

# Trellus Health plc

## Notes forming part of the consolidated financial statements for the year ended 31 December 2023 (*continued*)

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### 2 Summary of significant accounting policies (*continued*)

#### **Deferred tax** (*continued*)

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

#### **Share-based payments**

Where equity settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the consolidated statement of comprehensive income over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied. The share-based payment charge is calculated using the Black-Scholes model.

Where equity instruments are granted to persons other than employees, the consolidated statement of comprehensive income is charged with the fair value of goods and services received.

#### **Foreign currency translation**

##### **a) Function and presentational currency**

The functional currency of the Company is UK pounds sterling. The functional currency of Trellus Health Inc is the USD. The directors consider the currency of the primary economic environment in which the Group operates ('the functional currency') is USD, which is also the Company's presentation currency.

##### **b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates, of monetary assets and liabilities denominated in foreign currencies to USD, are recognised in the income statement. Foreign exchange gains and losses arising from the translation of balances into the presentation currency are recognised in the statement of other comprehensive income.

#### **Intangible assets**

Intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses.

Patents are recognised at fair value at the acquisition date. Patents have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

Software expenditures incurred in the development of new or substantially improved software is capitalised, provided that the project satisfies the criteria for capitalisation, including technical feasibility and likely commercial benefit. All other software costs are expensed as incurred.

Software costs are amortised over their estimated useful life, currently 12 years to coincide with related licence costs on proprietary software. Amortisation commences when software is in commercial use. The amortisation is charged to administrative expenses in the income statement. The estimated remaining useful life of software is reviewed at least on an annual basis. The carrying value of capitalised software costs is reviewed for potential impairment at least annually and if an impairment is identified the costs are immediately charged to the income statement.

# Trellus Health plc

## Notes forming part of the consolidated financial statements for the year ended 31 December 2023 (*continued*)

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### 2 Summary of material accounting policies (*continued*)

#### Intangible assets (*continued*)

The Company amortises intangible assets with a limited useful life on a straight-line basis. The following rates are applied:

Licence - the shorter of the remaining life of the license and 12 years

#### Property, plant and equipment

Property, plant and equipment are stated at historical cost net of accumulated depreciation and accumulated impairment losses. Costs comprise purchase costs together with any incidental costs of acquisition.

Depreciation is provided to write down the cost less the estimated residual value of all property, plant and equipment by equal instalments over their estimated useful economic lives on a straight-line basis. The following rates are applied:

Plant and Machinery - 3 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, if there is an indication of a significant change since the last reporting date. Low value equipment is expensed as incurred.

#### Impairment of property, plant and equipment and intangible assets

At each reporting end date, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit and loss.

#### Financial instruments

The Company classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement. Financial assets and financial liabilities are recognised on the statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

##### a) *Financial assets*

Financial assets are classified, at initial recognition, at amortised cost or carrying value. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition and re-evaluates this classification at every reporting date.

As at the reporting date, the Company did not have any financial assets subsequently measured at fair value.

# Trellus Health plc

## Notes forming part of the consolidated financial statements for the year ended 31 December 2023 *(continued)*

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### 2 Summary of significant accounting policies *(continued)*

#### Financial instruments *(continued)*

##### b) *Financial liabilities*

All financial liabilities are initially measured at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs. They are subsequently measured at amortised cost, where applicable, using the effective interest method, with interest expense recognised on an effective yield basis.

##### a) *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and deposits with a maturity of less than three months at 31 December 2023.

#### Financing expenses

Financing expenses comprise interest payable and finance charges on shares classified as liabilities. Foreign exchange gains and losses arising on foreign currency transactions are reported within administrative expenses in the statement of comprehensive income.

Interest payable is recognised in the statement of comprehensive income as it accrues, using the effective interest method.

#### Exceptional items

Items considered of such significance to enable the reader to better understand the results for the period presented as separately disclosed as exceptional items on the face of the statement of comprehensive income.

#### Operating segments

The directors are of the opinion that the business of the Group comprises a single activity, that of providing resilience-driven care for chronic conditions, currently in the inflammatory bowel disease state. Consequently, all activities relate to this segment.

All the non-current assets of the Company are located in, or primarily relate to, the USA.

#### Share capital

Ordinary Shares are classified as equity. Proceeds in excess of the nominal value of shares issued are allocated to the share premium account and are also classified as equity. Incremental costs directly attributable to the issue of new Ordinary Shares or options are deducted from the share premium account.



# Trellus Health plc

## Notes forming part of the consolidated financial statements for the year ended 31 December 2023 (continued)

### 3 Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make estimates and judgements that affect the reported amounts of assets, liabilities and costs in the historical financial information. Actual results could differ from these estimates. The judgements, estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant.

Key sources of estimation uncertainty and judgement that could cause an adjustment to be required to the carrying amount of assets or liabilities within the next accounting period are:

- Whether impairment is required against the carrying value of intangible assets – the impairment assessment of especially development costs require significant accounting estimates. The Group tests annually whether the intangibles have suffered any impairment, in accordance with the accounting policy states in Note 2. The directors have considered the B2B2C agreement signed after the reporting date with a large US health plan which provides for its members with IBD that are receiving care in two US states to be eligible to receive Trellus Elevate™. That contract, along with signed pilot contracts and the pipeline of other prospective revenues, informs the directors' assessment of commercial viability that supports the carrying value of the asset. Such considerations require the use of estimates.
- IFRS 9 requires entities to recognise expected credit losses for all financial assets held at amortised cost, including most intercompany loans from the perspective of the lender. The Company has reviewed the inter-company loan balance and deems this as recoverable against future cash flows of the subsidiary.
- Amortisation period of intangible assets are estimate based on the expected useful life and is assessed annually for any changes based on current circumstances judged by the directors.

### 4 Financial instruments - Risk Management

The Group is exposed through its operations to the following financial risks:

- Credit risk
- Foreign exchange risk
- Liquidity risk and
- Capital disclosures

The Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

#### (i) Principal financial instruments

The principal financial instruments used by the Group, from which financial instrument risk arises, are as follows:

- Cash and cash equivalents
- Trade and other payables

#### (ii) Financial instruments by category

	Group 2023 \$'000	Group 2022 \$'000	Company 2023 \$'000	Company 2022 \$'000
<b>Financial Asset</b>				
Cash and Cash Equivalents	12,166	19,085	11,486	18,696
Trade and Other Receivables	163	283	25,733	17,611
<b>Total Financial Assets</b>	<b>12,329</b>	<b>19,368</b>	<b>37,219</b>	<b>36,307</b>
<b>Financial Liabilities</b>				
Trade and Other Payables	786	822	180	114
<b>Total Financial Liabilities</b>	<b>786</b>	<b>822</b>	<b>180</b>	<b>114</b>

# Trellus Health plc

## Notes forming part of the consolidated financial statements for the year ended 31 December 2023 (continued)

### 4 Financial instruments - Risk Management (continued)

#### (iii) Financial instruments not measured at fair value

Financial instruments not measured at fair value includes cash and cash equivalents, trade and other receivables, and trade and other payables.

Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables, and trade and other payables approximates their fair value.

#### General objectives, policies and processes

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

#### Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Due to the absence of revenue, the Group's exposure to credit risk is on cash at bank. The Company only deposits cash with major banks with high quality credit standing for amounts in excess of US\$250,000 and limits exposure to any one counterparty.

#### Cash in bank and short-term deposits

The credit quality of cash has been assessed by reference to external credit rating, based on Standard and Poor's long-term / senior issuer rating:

	Bank Rating	2023 \$'000	2022 \$'000
Bank A	A+	11,486	18,696
Bank B	A-	680	389
<b>Total</b>		<b>12,166</b>	<b>19,085</b>

#### Foreign exchange risk

Foreign exchange risk arises when individual Group entities enter into transactions denominated in a currency other than their functional currency. The Group's policy is, where possible, to allow group entities to settle liabilities denominated in their functional currency. In the period before commercial revenues US dollars are transferred from the Company to its US subsidiary to enable it to meet its local obligations. Currently the Group's liabilities are either US dollar or UK sterling. No forward contracts or other financial instruments are entered into to hedge foreign exchange movements, with funds being transferred from the Company to its US subsidiary using spot rates.

As of 31 December 2023, assets held in Sterling amounted to US 11,100,000 (2022: US \$13,800,000) and liabilities held in Sterling amounted to US\$180,000 (2022: US \$114,000).

The effect of a 5% strengthening of the Sterling against US dollar at the reporting date on the Sterling denominated net assets carried at that date would, all other variables held constant, have resulted in a decrease in post-tax loss for the period and increase of net assets of US \$0.55m. A 5% weakening in the exchange rate would, on the same basis, have increased post-tax loss and decreased net assets by US \$0.55m.

# Trellus Health plc

## Notes forming part of the consolidated financial statements for the year ended 31 December 2023 (continued)

### 4 Financial instruments - Risk Management (continued)

#### Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due. This risk is managed by the production of annual cash flow projections. The Group's continued future operations depend on its ability to raise sufficient working capital through the issue of share capital and generating revenue.

The following table sets out the contractual maturities (representing undiscounted contractual cash-flows) of financial liabilities which can all be met from the cash resources currently available:

	Up To 3 Months \$'000	Between 3 and 12 Months \$'000	Total \$'000
<b>At 31 December 2023</b>			
Trade and Other Payables	786	-	786
<b>At 31 December 2022</b>			
Trade and Other Payables	822	-	822

#### Capital Disclosures

The Group monitors "adjusted capital" which comprises all components of equity (i.e. share capital, share premium, and accumulated losses).

The Group's objectives when maintaining capital are to safeguard the entity's ability to continue as a going concern.

### 5 Expenses by Nature

	2023 \$'000	2022 \$'000
Employee Benefit Expenses (see Note 7)	3,902	4,718
Depreciation of Property, Plant, and Equipment	23	24
Amortization of Intangible Assets and impairment	934	635
Professional Costs	739	1,135
Other Costs	1,224	2,316
<b>Total expenses</b>	<b>6,822</b>	<b>8,828</b>

### 6 Auditors' remuneration

During the year the Group obtained the following services from the Company's auditor:

	2023 \$'000	2022 \$'000
<b>Fees payable to the Company's Auditors for:</b>		
the Audit of the Parent Company and Consolidated Financial Statements	48	42

# Trellus Health plc

## Notes forming part of the consolidated financial statements for the year ended 31 December 2023 (continued)

### 7 Employee benefit expense

	2023	2022
	\$'000	\$'000
Employee Benefit Expenses (including Directors):		
Wages and Salaries	3,465	4,073
Benefits	230	289
Share-Based Payment Expense (Note 19)	24	62
Social Security Contributions and Other Taxes	183	294
<b>Total</b>	<b>3,902</b>	<b>4,718</b>

The average number of employees (including Directors) in the Group in the period was 19 (2022 – 31).

The Group capitalised \$0.5m (2022: \$0.94m) of employee costs as group software development costs.

### 8 Segment information

The Group has one division being the providing resilience-driven care for chronic conditions, currently in the inflammatory bowel disease state.

### 9 Tax Expense

	2023	2022
	\$'000	\$'000
Current tax expense		
Current tax on loss for the year	-	-
<b>Total Current Tax</b>	<b>-</b>	<b>-</b>
Deferred Tax Asset		
On losses generated in the year	-	-
<b>Total Deferred Tax</b>	<b>-</b>	<b>-</b>

The reasons for the difference between the actual tax charge for the year and the standard rate of corporation tax in the United Kingdom applied to profits for the year are as follows:

	2023	2022
	\$'000	\$'000
Loss for the period	<b>(6,339)</b>	<b>(8,810)</b>
Tax using the Company's domestic tax rate of 19%	(1,204)	(1,674)
Expenses not deductible for tax purposes	90	31
Depreciation, amortisation and impairment that are not deductible for tax purposes	174	117
Unrecognised deferred tax assets	940	1,526
<b>Total tax expense</b>	<b>-</b>	<b>-</b>

The unrecognised deferred tax relates to two elements: the unrecognised deferred tax arising on share-based payments of US \$225,000 and unrecognised deferred tax on taxable losses of US \$4.8m million (2022 – US \$4m), based on total taxable losses carried forward of US \$25m (2022 – US \$19m). No deferred tax asset is recognised for these losses due to early stage in the development of the Group's activities. The losses do not expire but can only be used against trading profits from the same trade.

# Trellus Health plc

## Notes forming part of the consolidated financial statements for the year ended 31 December 2023 (continued)

### 10 Loss per share

	2023	2022
<i>Numerator</i>	<b>\$'000</b>	<b>\$'000</b>
Loss for the period	(6,339)	(8,810)
<i>Denominator</i>	<b>Number</b>	<b>Number</b>
Weighted average # of shares	161,508,333	161,508,333
<b>Resulting Loss per Share (\$)</b>	<b>(0.04)</b>	<b>(0.05)</b>

The Company has one category of potential ordinary share, being share options (see Note 19). The potential shares were not dilutive in the period as the Group made a loss per share in line with IAS 33.

### 11 Property, plant and equipment

	Group US \$'000	Company US \$'000
<b>Cost</b>		
<b>At 1 January 2022 and 31 December 2022</b>	<b>93</b>	<b>2</b>
<b>Depreciation</b>		
At 1 January 2022	(11)	-
Charge for the year	(24)	(1)
<b>At 31 December 2022</b>	<b>(35)</b>	<b>(1)</b>
<b>Net Book value at 31 December 2022</b>	<b>58</b>	<b>1</b>
<b>Cost</b>		
<b>At 1 January 2023 and 31 December 2023</b>	<b>93</b>	<b>2</b>
<b>Depreciation</b>		
At 1 January 2023	(35)	(1)
Charge for the year	(23)	-
<b>At 31 December 2023</b>	<b>(58)</b>	<b>(1)</b>
<b>Net Book value at 31 December 2023</b>	<b>35</b>	<b>1</b>

# Trellus Health plc

## Notes forming part of the consolidated financial statements for the year ended 31 December 2023 (continued)

### 12 Intangible Assets

	Group Software Development US \$'000	Group Licence US \$'000	Group Total US \$'000	Company Total US \$'000
<b>Cost</b>				
At 1 January 2022	3,802	500	4,302	500
Additions	2,908	-	2,908	-
Foreign currency difference	-	(65)	(65)	(65)
<b>At 31 December 2022</b>	<b>6,710</b>	<b>435</b>	<b>7,145</b>	<b>435</b>
<b>Depreciation</b>				
At 1 January 2022	(22)	-	(22)	-
Charge for the year	(471)	(42)	(513)	(42)
Impairment charge	(122)	-	(122)	-
<b>At 31 December 2022</b>	<b>(615)</b>	<b>(42)</b>	<b>(657)</b>	<b>(42)</b>
<b>Net Book Value at 31 December 2022</b>	<b>6,095</b>	<b>393</b>	<b>6,488</b>	<b>393</b>
<b>Cost</b>				
At 1 January 2023	6,710	435	7,145	435
Additions	2,351	-	2,351	-
Foreign currency difference	-	18	18	18
<b>At 31 December 2023</b>	<b>9,061</b>	<b>453</b>	<b>9,514</b>	<b>453</b>
<b>Depreciation</b>				
At 31 January 2023	(615)	(42)	(657)	(42)
Charge for the year	(651)	(42)	(693)	(42)
Impairment charge	(241)	-	(241)	-
<b>At 31 December 2023</b>	<b>(1,507)</b>	<b>(84)</b>	<b>(1,591)</b>	<b>(84)</b>
<b>Net Book Value at 31 December 2023</b>	<b>7,554</b>	<b>369</b>	<b>7,923</b>	<b>369</b>

The licence was acquired from Icahn School of Medicine at Mount Sinai on 19 August 2021 for rights to intellectual property and data to support the GRITT technology.

Capitalised development costs in relation to the Group's software platform has been reviewed for indicators of impairment. An impairment charge of \$241,000 (2022 – \$122,000) was recognised in the period in relation to specific aspects of capitalised expenditure considered to have no value in use.

# Trellus Health plc

## Notes forming part of the consolidated financial statements for the year ended 31 December 2023 (*continued*)

### 13 Subsidiary

The subsidiary of Trellus Health PLC, which has been included in these consolidated financial statements is as follows:

Name	Country of incorporation and principal place of business	Proportion of ownership interest at 31 December 2023
Trellus Health Inc	United States of America	100%

### 14 Trade and other receivables

	Group 2023 US \$'000	Group 2022 US \$'000	Company 2023 US \$'000	Company 2022 US \$'000
<b>Current</b>				
Prepayments	150	283	74	55
Amount owed by group undertaking	-	-	25,646	17,556
Other Debtors	13	-	13	-
<b>Total</b>	<b>163</b>	<b>283</b>	<b>25,733</b>	<b>17,611</b>

### 15 Trade and other payables

	Group 2023 US \$'000	Group 2022 US \$'000	Company 2023 US \$'000	Company 2022 US \$'000
<b>Current</b>				
Trade Payables	495	462	-	2
Accruals and deferred income	291	360	180	112
<b>Total</b>	<b>786</b>	<b>822</b>	<b>180</b>	<b>114</b>

The carrying value of trade and other payables classified as financial liabilities measured at amortised cost approximates fair value.

### 16 Share capital

	2023 Number	2023 \$'000	2022 \$'000
<i>Ordinary shares of £0.0006 each</i>	161,508,333	137	137

### 17 Reserves

The following describes the nature and purpose of each reserve within equity:

Reserve	Description and purpose
<i>Share premium</i>	Amount subscribed for share capital in excess of nominal value.
<i>Foreign exchange reserve</i>	Gains/losses arising on retranslating the net assets of parent company operations into US dollars.
<i>Other reserve</i>	This relates to share-based payment reverse charges
<i>Retained earnings</i>	All other net gains and losses and transactions with owners (e.g., dividends) not recognised elsewhere.

# Trellus Health plc

## Notes forming part of the consolidated financial statements for the year ended 31 December 2023 (continued)

### 18 Share-based payment

On 1 January 2021, the Board adopted the Share Option Plan to incentivise certain of the Group's employees and Directors. The Share Option Plan provides for the grant of both EMI Options and non-tax favoured options. Options granted under the Share Option Plan are subject to exercise conditions as summarised below.

The Share Option Plan has a non-employee sub-plan for the grant of Options to the Company's advisors, consultants, non-executive directors, and entities providing, through an individual, such advisory, consultancy, or office holder services and a US sub-plan for the grant of Options to eligible participants in the Share Option Plan and the Non-Employee Sub-Plan who are US residents and US taxpayers.

The options vest equally over twelve quarters from the grant date or 25% after twelve months and over eight quarters equally thereafter. If options remain unexercised after the date one day before the tenth anniversary of grant such options expire. The options are subject to exercise conditions such that they shall, subject to certain exceptions, vest in instalments over the three years immediately following the date of grant, which vesting shall accelerate in full in the event of a change of control of the Company.

	2023 Weighted Average Exercise price (\$)	2023 Number	2022 Weighted Average Exercise price (\$)	2022 Number
Outstanding at 1 January	0.39	3,255,000	0.35	3,580,000
Granted during the period	-	-	0.48	1,640,000
Exercised during the period	-	-	-	-
Forfeited during the period	0.30	(425,000)	0.44	(1,965,000)
Outstanding at 31 December	<b>0.38</b>	<b>2,830,000</b>	<b>0.39</b>	<b>3,255,000</b>
Exercisable at 31 December	<b>0.35</b>	<b>2,427,917</b>	<b>0.25</b>	<b>1,973,125</b>

The exercise price of options outstanding at 31 December 2023 ranged between 20 US cents and 77 cents and their weighted average contractual life was 2.3 years.

The weighted average fair value of each option granted during the year was \$Nil (2022: \$0.05).

The fair value of each share option granted in 2022 has been estimated using a Black-Scholes model and ranges from 1 US cent to 10 US cent. The inputs into the model are a share prices of 17 US cent, 23 US cent, 26 US cent and 43 US cent, exercise prices of 48 US cent, expected volatility of 50%, no expected dividend yield, contractual life of between 2.9 and 1.9 years and a risk-free interest rate of 1.25% and 2.25%.

### 19 Related Party Transactions

Outside of the remuneration previously disclosed in the report of the remuneration committee on page 21, the Group received £nil (2022 - \$10k) reimbursement from Mount Sinai Hospital during 2022 for member set up in connection with the related party contracts announced in October 2022. There has been no revenue received in 2023 and 2022 in connection with these two related party contracts, with or via Mount Sinai Hospital. The amount owed as at 31 December 2023 is \$0 (2022: \$0). The Group also paid £Nil (2022 - \$100k) management fee to Mount Sinai Hospital during 2023, the amount outstanding at 31 December 2023 is \$0 (2022: \$0).

### 20 Events after the reporting date

There have been no events subsequent to the period end that require disclosure in these financial statements.



# Trellus Health plc

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Annual General Meeting**”) of Trellus Health PLC (the “**Company**”) will be held at 1 Bow Churchyard, London EC4M 9DQ on 14 June 2024 at 12 p.m.

The Annual General Meeting is being held to consider the following resolutions, of which resolutions 1 to 3 will be proposed as ordinary resolutions and resolution 4 as a special resolution:

### Ordinary Resolutions

1. To receive and adopt the statement of accounts for the year ended 31 December 2023 together with the reports of the Directors and the auditors thereon.
2. To re-appoint Messrs Crowe U.K. LLP as auditors to act as such until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 of the Companies Act 2006 are complied with and to authorise the Directors of the Company to fix their remuneration.
3. That in substitution for any existing such authority, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**2006 Act**”) to allot equity securities (as defined in section 560 of the 2006 Act) in the capital of the Company:
  - (i) up to a maximum nominal amount of £3,000 (in pursuance of the exercise of outstanding share options and other potential shares granted by the Company but for no other purpose);
  - (ii) up to a maximum nominal amount of £9,690.50 (in addition to the authority conferred in sub-paragraph (i) above) representing approximately 10% of the Company’s issued share capital,

such authorities (unless previously renewed, revoked or varied) to expire at the conclusion of the next annual general meeting of the Company to be held in 2025, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities (as defined in section 560 of the 2006 Act) to be allotted after such expiry and the directors may allot such equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

### Special Resolution


4. That, subject to the passing of Resolution 3 above, the Directors be given the general power to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 3 above as if section 561(1) of the 2006 Act did not apply to any such allotments provided that this power shall be limited to:
  - (i) the allotment of equity securities on the exercise of the share options granted by the Company;
  - (ii) the allotment of equity securities (otherwise than pursuant to sub-paragraph (i) above) for cash in connection with any rights issue or pre-emptive offer in favour of holders of equity securities generally; and
  - (iii) the allotment (otherwise than pursuant to sub-paragraphs (i) and (ii) above) of equity securities for cash up to an aggregate nominal amount of £9,690.50 representing approximately 10% of the Company’s issued share capital provided that such power (unless previously renewed, revoked or varied) shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2025, save that the Company may, before such power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

# Trellus Health plc

## NOTICE OF ANNUAL GENERAL MEETING

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BY ORDER OF THE BOARD



Salim Hamir  
Company Secretary

Registered Office:  
Avon House  
19 Stanwell Road Penarth  
CF64 2EZ

17 May 2024

# Trellus Health plc

## NOTICE OF ANNUAL GENERAL MEETING

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### Additional Information

#### Notes

1. Every eligible shareholder is, however, entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Annual General Meeting.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered on the Company's register of members at close of business on 12 June 2024, or, if this Annual General Meeting is adjourned, members on the Company's register of members not later than 48 hours before the fixed time for the adjourned meeting, shall be entitled to attend and vote at the Annual General Meeting.
3. If you are a shareholder of the Company at the time set out in note 2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. In the case of joint shareholders, where more than one of the joint shareholders purports to appoint a proxy, only the appointment submitted by the most senior shareholder will be accepted. Seniority is determined by the order in which the names of the joint shareholders appear in the Company's register of members in respect of the joint shareholding (the first-named being the most senior).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
6. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please contact the Registrar, Link Group, at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or on Tel: 0371 664 0300. Calls outside of 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. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. When two or more valid but differing appointments of proxy are received for the same meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share.
7. Alternatively, you may submit a proxy vote electronically via the Link Investor Centre app or at <https://investorcentre.linkgroup.co.uk/Login/Login> so as to have been received by the Company's registrars. not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it.

# Trellus Health plc

## NOTICE OF ANNUAL GENERAL MEETING

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8. Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar) It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>



9. In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group at Central Square, 29 Wellington Street, Leeds, LS1 4DL by 12 p.m. on 12 June 2024.

10. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting (and any adjournment of the Annual General Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.

12. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a '**CREST Proxy Instruction**') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must 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 issuer's agent [(ID RA10)] by 12 p.m. 12 June 2024, or, in the event of an adjourned of the Meeting, 48 hours before the adjourned meeting. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent 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.

13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited 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 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

# Trellus Health plc

## NOTICE OF ANNUAL GENERAL MEETING

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14. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 12 p.m on 12 June 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

15. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Group at the address noted in note 6 above.

16. In order to revoke a proxy instruction you will need to inform the Company by contacting Link Group on 0371 664 0300. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Link Group no later than 12 p.m. on 12 June 2024. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

17. Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you have appointed a proxy and attend the general meeting in person, your proxy appointment will automatically be terminated.

18. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.

19. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.

20. Voting on the resolution will be conducted by way of a poll vote.

21. The Company's articles of association require any Director who has been appointed by the board of directors since the previous annual general meeting or for whom it is the third annual general meeting following the annual general meeting at which he or she was elected or re-elected to retire at the Annual General Meeting and those wishing to serve again to submit themselves for re-election. Accordingly, Traci Entel is retiring from office and re-submitting herself for re-election.

22. As at the close of business on the day immediately before the date of this notice of the Annual General Meeting, the Company's issued share capital comprised 161,508,333 ordinary shares of nominal value 0.0006 pence each. 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 close of business, on the day immediately before the date of this notice of general meeting is 161,508,333.

23. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the

# Trellus Health plc

## NOTICE OF ANNUAL GENERAL MEETING

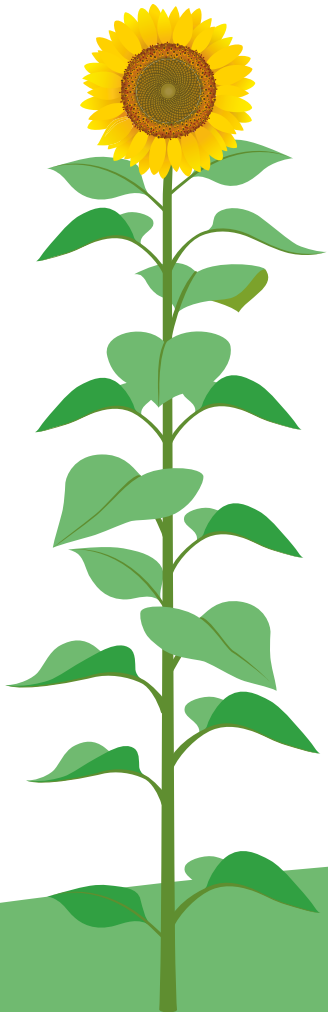
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statement available on the website. The business which may be dealt with at the Annual General Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

24. Any shareholder attending the Annual General Meeting has the right to ask questions.

25. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

26. A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at [www.trellushealth.com](http://www.trellushealth.com).



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