



HealthBeacon Limited.
Corporate Governance Statement

Adopted 24 November 2021

The board (the “**Board**”) of HealthBeacon Limited (the “**Group**”) recognises the importance of maintaining good corporate governance and has chosen to apply the Quoted Companies Alliance Corporate Governance Code, issued in April 2018 (the “**QCA Code**”). The Group discloses in this corporate governance statement (the “**Corporate Governance Statement**”) (and shall within its annual report and accounts disclose) how it complies with the QCA Code and, where it departs from the QCA Code, explains the reasons for doing so. The Group will review this information annually in accordance with the requirements of Euronext Growth Rules: Rulebook II, 5.26.

The Group’s chair of the Board (the “**Chair**”) leads the Board and oversees its function and direction, as well as having ultimate responsibility for implementing the Group’s corporate governance arrangements.

This Corporate Governance Statement describes the Group’s corporate governance arrangements including the application of the principles of the QCA Code. The ten principles of the QCA Code are set out below:

Principle 1: Establish a strategy and business model which promotes long-term value for shareholders

The goal of the Group and its subsidiary undertakings (the “**Group**”) is to become the world’s leading digital therapeutics platform for injectable medications.

The following are some key steps undertaken by the Group to achieve this goal:

- Generate long-term growth through a recurring revenue business model;
- Deploy more than 100k HealthBeacon units in the medium term;
- Expansion into the US market via Direct to Consumer (“DTC”) and Specialty Pharmacy Channel; and
- Building on its current blue chip client base.

The Group is focused on growth in value for its stakeholders and intends to apply its resources to the right projects, which have the opportunity to create an impact. The Board and the Group’s management comprise suitably skilled and experienced individuals who collectively hold a strong background in the Group’s business.

It is the intention of the Board to publish a statement in accordance with Principle 1 for inclusion in the Group’s future annual reports.

Principle 2: Seek to understand and meet shareholder needs and expectations

The Group recognises the importance of maintaining regular communication with shareholders to ensure that its strategy and performance are understood. The Group communicates with its shareholders by way of the annual general meeting combined with the annual report and the financial statements, interim results announcements and



presentations, which are distributed to shareholders via the Group's website (HealthBeacon.com).

Contact details for shareholder communication can be found in the Investor section of the website or by emailing info@HealthBeacon.com

Principle 3: Take into account wider stakeholder responsibilities and their implications for long term success

The Board is committed to maintaining open and honest relations with all of its stakeholders, both internal and external. The Board's familiarity with the Group's operations and the industry in which it operates enables the Board to clearly identify key stakeholders on which the Group's business relies, including employees, contractors, and regulators.

The Group's executive directors and executive management meet regularly with the Group's employees, such as individual department managers, to enable any key feedback to be obtained and reviewed. Additionally, executive management will regularly attend Board meetings to discuss their areas of the business.

Where the Group's projects directly affect the local community and environment, the Group will endeavour to proactively engage with affected stakeholders and make relevant information available.

The Group will endeavour to take account of feedback received from stakeholders, making amendments and improvements to processes and procedures where appropriate and where such amendments are consistent with the Group's longer-term strategy. Any significant concerns raised will be reported to the Board. Ultimate responsibility for ensuring that the Group delivers on its corporate responsibility to its stakeholders rests with the Board.

Principle 4: Embed effective risk management, considering both opportunities and threats, throughout the organisation

The entire Board is responsible for ensuring that the risks faced by the Group are appropriately managed in order to allow for the execution and delivery of the Group's strategy. Day-to-day risks are identified, assessed, monitored and managed by the Chief Finance Officer, together with assistance from the executive management team. The Board believes that the Chief Finance Officer, who has significant experience in this position across multiple sectors, has the required knowledge and skills to be able to manage daily risks. The Board has processes in place for reviewing and evaluating risk. Board meetings are held at least once every two months, when the Board reviews operational performance, discusses budgets and forecasts and assesses any new areas of material risk that have been identified. This ensures that significant risks and changes to risks are identified by the Board. The Board believes that the Group has robust financial procedures and safeguards in place regarding expenditure and accounting functions.

Principle 5: Maintain the Board as a well-functioning, balanced team

The Board comprises three non-executive directors and two executive directors. The directors'

information can be found on the website. Members of the Board have a collective responsibility and legal obligation to promote the interests of the Group and are together responsible for defining the Group's corporate governance arrangements.

The Board (including its committees) meet regularly in line with their terms of reference and more frequently if deemed necessary. The Board are provided with the most appropriate and timely financial and non-financial information available (as practicable) to properly assess the matters requiring decision or insight.

The QCA Code advises that the Board should comprise a balance of executive and non-executive directors, with at least two independent non-executive directors. The Board comprises three independent non-executive directors, being Mary Harney, Rebecca Shanahan and Robert Garber. None of these directors are employees, have significant business relationships with the Group, or material shareholdings in the Group. In accordance with QCA Code guidance, the non-executive directors will not participate in performance-related remuneration schemes.

The Board is supported by three committees being the audit & risk, remuneration, and nomination. The individuals appointed have the necessary skills and knowledge to discharge their duties and responsibilities effectively committing the time necessary to fulfil their duties.

Principle 6: Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities

The Group considers that its Board has an effective and appropriate balance of skills and experience. The relevant experience, skills and capabilities that each director brings to the Board is outlined in the director biographies in the admission document. The Board believes that its members possess the relevant qualifications and skills as well as the balance of personal qualities necessary to effectively oversee and execute the Group's strategy. The Board is committed to improving its diversity and gender balance when making future appointments.

The executive directors keep their skillsets up to date through attending industry specific events, and by monitoring activity within the sector and making use of professional training and technical and regulatory updates where appropriate. The Group has access to external professional advisors including, but not limited to, auditors, legal advisors, tax advisors and accountants, available to them to provide independent advice on all significant matters which arise during the course of the year.

The Board recognises that as the Group evolves, the range of skills and experience required amongst directors will change and that the composition of the Board may need to evolve to reflect these changes.

Principle 7: Evaluate board performance based on clear and relevant objectives, seeking continuous improvement

The performance and effectiveness of the Board and the individual directors will be evaluated on an annual basis, following the admission of the shares in the capital of the Group to

Euronext Growth.

In reviewing each director's performance, the Board will consider, *inter alia*, the level of achievement of their objectives, assessment of their overall contribution to the performance of the Group and an assessment of their continued independence if applicable. An externally facilitated evaluation of the Board's performance as a whole, and the performance of its committees and individual directors, may also be conducted periodically where appropriate.

Succession planning is the responsibility of the Board and will be reviewed on a regular basis. When considering succession planning, the Board will take into account the skills and experience required as the Group grows and develops.

Principle 8: Promote a corporate culture that is based on ethical values and behaviours

The Board strives to lead by example in its dealings with all its stakeholders. The Group endeavours to operate its business to high standards in all respects, and to conduct its business in an honest and ethical manner. The Board believes that the Group has a culture of responsible and ethical behaviour. The Board will regularly monitor the Group's cultural environment and seek to address any concerns that may arise. The Board will consider the Group's cultural environment when seeking to recruit staff and directors, and when conducting training and engagement initiatives.

The Board recognises the importance of a strong and coherent corporate culture particularly as the Group grows. In particular, the Board aims for the actions and decisions of the Chief Executive Officer and the wider executive management team to be led by and to showcase the Group's culture. The Board believes that the Group's culture is instilled across all its staff by the example and leadership of its executive directors and executive management.

Principle 9: Maintaining governance structures and processes that are fit for purpose and support good decision-making by the Board

The Chair is responsible for overseeing and running the business of the Board, ensuring strategic focus and direction is maintained, ensuring that no individual or group dominates the Board's decision-making, and ensuring the non-executives are kept up to date with the Group's business. With guidance from the Group's advisors, the Chair will assess the appropriateness of the Group's governance structures as the Group continues to develop.

In addition to formal Board meetings, the Chief Executive Officer and Chief Financial Officer maintain open and regular communications channels with all Board members and provide regular updates on the financial position and operational status of the Group.

The Group has an audit & risk, remuneration and nomination committee. Each committee has its own terms of reference. These committees wholly consist of independent non-executive directors. The Board believes that this is the most appropriate approach for the Group. Board committees and their structure will be regularly reviewed and updated to evolve over time in line with the Group's objectives, strategy and business model.

The Group is committed to the evolution of its corporate governance in line with best practice,



to the extent the Board judges it appropriate considering the Group's size, stage of development and resources. The Group proposes to keep its systems and controls under review to ensure compliance with best practice.

Principle 10: Communicate how the Group is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Board will endeavour to ensure that all shareholders and relevant stakeholders are kept up to date on the Group's operations, with clear and transparent information being provided on a regular basis. The Board intends to maintain an active dialogue with institutional and private shareholders, and all material information will be released through notifications made via a Regulatory Information Service, which are also made available on the Group's website.

The Group's annual report and accounts will be published on or before the date of notice of the Group's annual general meeting. The Group's interim results will be notified via Regulatory Information Service announcements.