THE TRENDLINES GROUP LTD.
(Incorporated in Israel)
(the "**Company**")

MINUTES OF ANNUAL GENERAL MEETING HELD BY WAY OF ELECTRONIC MEANS

DETAILS	:	Held via "live" audio-and-video webcast and audio-only stream pursuant to the Joint Statement dated 13 April 2020 issued by ACRA, MAS and SGX RegCo and last updated on 4 February 2022
DATE	:	Wednesday, 13 April 2022
TIME	:	3:00 p.m. (Singapore time)
PRESENT	:	**Directors** Mr. Stephen Louis Rhodes – Chair of the Board, Chief Executive Officer Ms. Elka Nir – Lead Independent Director, Chairperson of Audit Committee and Remuneration Committee **In Attendance** Mr. Haim Brosh – Chief Financial Officer, Joint Company Secretary Ms. Sahar Farah – Assistant Corporate Secretary Ms. Shira Zimmerman – IR & Corporate Communications
SHAREHOLDERS/ INVITEES		As per attendance record maintained by the Company
CHAIR	:	Mr. Stephen Louis Rhodes

CHAIRMAN

Mr. Stephen Louis Rhodes took the chair of the Annual General Meeting of The Trendlines Group Ltd. ("**AGM**") and extended a warm welcome to all present and acknowledged the attendance of shareholders at the AGM by way of electronic means.

QUORUM

As a quorum was present, the Chairman declared the AGM opened at 3:00 p.m. and introduced the Directors and key management team who were attending the AGM "live" through an audio-and-video webcast and an audio-only feed from different parts of the world.

The Chairman informed that Mr. David Todd Dollinger, co-Chairman of the Board and co-Chief Executive Officer had sent his apologies that he was not able to attend the AGM.

INTRODUCTION

The Chairman informed the meeting that:

(a) The AGM for the Company was being held "live" through an audio-and-video webcast and an audio-only stream and the Company had adhered to the various advisories and guidance issued by the authorities on holding meetings amid the current Covid-19 pandemic.

(b) In line with Article 31 of the Company's Articles of Association and Rule 730A of the Catalist Rules, all resolutions tabled at the AGM were voted by poll and counted based on the proxy forms that were submitted to the Company at least 48 hours before the AGM by either post or electronically via email and by results of the live voting.

(c) In accordance with the Covid-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Company had made an announcement on 8 March 2022 informing all Shareholders to (a) submit to the Company their questions in relation to the agenda of the AGM either by post or electronically via email by the submission deadline of 1 April 2022; (b) submit to the Company their proxy forms appointing their proxy(ies) or the Chair of the AGM as their proxy to cast votes on their behalf at least 48 hours before the AGM by either post or electronically via email; and (c) participate in the live voting and ask questions during the Live Webcast of the AGM ("live" Question and Answer ("**Q&A**") session.

(d) The Company did not receive any questions from shareholders in relation to the resolutions tabled for approval at today's AGM in advance via email or post by the submission deadline of 1 April 2022.

(e) The Company had made an announcement via SGXNet on 11 April 2022 providing its responses to questions received from the Securities Investors Association (Singapore) ("**SIAS**") in relation to the Company's FY2021 Annual Report, and the responses were also available on the Company's website.

(f) Questions received from shareholders subsequent to 1 April 2022 together with the questions received "live" during the AGM would be addressed during the "live" Q&A session. The Company's response to SIAS' questions would also be read out during the "live" Q&A session.

(g) Notwithstanding the above-mentioned 48 hours' time requirement to submit proxy forms, he shall have the right to waive the time requirement provided above with respect to all instruments of proxies and to accept any and all instruments of proxy until the beginning of the AGM. The Company did not receive and he had not accepted any additional proxy forms prior to the commencement of the AGM.

(h) The Company appointed Convene SG Pte Ltd as its polling agent and DrewCorp Services Pte Ltd as the independent Scrutineers for the poll.

(h) The Company was conducting its AGM via a "live" audio-video webcast with both (i) real-time remote electronic voting and (ii) real-time electronic communication and explained the procedures on how the shareholders and proxyholders who were attending the AGM via the Live Webcast and present online would be able to ask questions in real time and participate in the live voting by casting their votes in real time:

(i) Shareholders could submit their questions at any time during the AGM by clicking on the "Ask a Question" button at the bottom left corner of the webcast, which would be addressed during the "live" Q&A session of the AGM; and

(ii) Shareholders could cast their votes during the course of the AGM and voting would end 10 minutes after the last question had been answered.

(i) He had been appointed by numerous shareholders as proxy, in his capacity as Chair of the AGM, and would be voting in accordance with their instructions. All motions would be proposed by him in his capacity as Chair of the AGM and there would be no calling of seconder.

(j) Validity of the proxies submitted by the shareholders by the submission deadline had been reviewed and the votes of all such valid proxies had been counted and verified by the Scrutineers for the poll. The Scrutineers also would be verifying the votes cast by shareholders during the Live Webcast of the AGM.

(k) The Minutes of this AGM would be announced via SGXNet and uploaded on the Company's website within one (1) month from the date of this AGM.

NOTICE

The Notice of the AGM dated 8 March 2022 convening the "live" AGM, having been previously circulated to the Shareholders on SGXNet and the Company's website, was taken as read.

BUSINESS OF MEETING / POLLING

The Chairman proceeded with the formal business of the "live" AGM and invited the shareholders to cast their votes on the following resolutions as set out in the Notice of AGM:

ORDINARY BUSINESS:

1. **TO NOTE DIRECTORS' REPORTS AND AUDITED FINANCIAL STATEMENTS**

The Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 December 2021 ("**FY2021**") and the Auditors' Report thereon, which had been duly approved by the Board of Directors on 7 March 2022 was received and noted by the Shareholders.

The Chairman informed that in accordance with the Israeli Companies Law, the Audited Financial Statements were only required to be approved by the Board of Directors.

Presentation by the Chief Financial Officer ("CFO")

The CFO shared a presentation on the Company's key financial highlights for FY2021.

The AGM presentation slides were announced via SGXNet on 13 April 2022 together with the Poll Results for the AGM and can be accessed here:

https://www.trendlines.com/wp-content/uploads/2022/04/2022.04.13a-Results-of-AGM-13-April-2022.pdf

2. TO NOTE THE RETIREMENT OF MR. STEPHEN PHILIP HASLETT

The Chairman informed that the Company had announced via SGXNet on 9 March 2022 that Professor Stephen Philip Haslett, who was retiring pursuant to Articles 40(c) and (d) of the Company's Articles of Association, would not be seeking re-election as a Director of the Company at this AGM due to personal and family reasons.

Accordingly, Professor Haslett would retire as a Director of the Company and cease as the Chairman of the Nominating Committee and as a member of the Audit Committee and Remuneration Committee at the conclusion of this AGM.

A note of appreciation for Professor Haslett's invaluable contributions and guidance during his tenure as a Director of the Company was recorded.

3. PROPOSED APPOINTMENT OF MESSRS. ERNST & YOUNG LLP (SINGAPORE) AS THE

INDEPENDENT EXTERNAL AUDITORS OF THE COMPANY IN PLACE OF THE RETIRING AUDITORS, MESSRS. KOST FORER GABBAY & KASIERER AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION – ORDINARY RESOLUTION 1

The Chairman informed that:

(i) As set out under the Explanatory Note (ii) in the Notice of AGM, the Company had expressed its intention to submit an application to the Singapore Exchange Regulation Pte. Ltd. ("**SGX RegCo**") to request a waiver to comply with Rule 712(2A) of the Catalist Rules which would allow the Company to continue to propose the re-appointment of Messrs. Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as independent external auditors of the Company.

(ii) Following discussion with the Sponsor and the SGX RegCo., the Company had reconsidered and withdrawn such waiver request. The Company intends to pursue this issue at a later time.

(iii) Accordingly, Messrs. Kost Forer Gabbay & Kasierer would not seek re-appointment at the AGM and the Company would be proceeding with the appointment of Messrs. Ernst & Young LLP (Singapore) ("**EY Singapore**") as the independent external auditors of the Company at this AGM.

(iv) EY Singapore had given their consent to be appointed as independent external auditors of the Company, subject to the approval of the shareholders at the AGM.

The Ordinary Resolution 1 as set out in the Notice of AGM was proposed by the Chairman.

ANY OTHER BUSINESS

The Chairman informed the meeting that no notice of any other ordinary business had been received by the Company Secretaries and proceeded to deal with the special business of the AGM.

SPECIAL BUSINESS

4. AUTHORITY TO ISSUE SHARES – ORDINARY RESOLUTION 2

Resolution 2 is to authorise the Directors to issue shares of up to 50% of the Company's total issued shares on pro-rata basis, and up to 25% on a non-pro-rata basis. The Company had voluntarily reduced the thresholds under Rule 806 of the Catalist Rules.

The Ordinary Resolution 2 as set out in the Notice of AGM was proposed by the Chairman.

LIVE QUESTION AND ANSWER SESSION

The list of questions received from shareholders subsequent to 1 April 2022 together with the real-time questions submitted by the shareholders and proxyholders who were attending the "live" AGM and the Company's responses are annexed hereto as "Appendix A".

The Company's responses to questions received from SIAS are annexed hereto as "Appendix B".

The Chairman presented a short Video on the key developments of the Company for the year 2021.

The Chairman adjourned the AGM at 3.30p.m. and convened the Special General Meeting.

The AGM was re-convened at 4.15 p.m. for the declaration of the results of the poll.

DECLARATION OF POLL RESULTS

1. PROPOSED APPOINTMENT OF MESSRS. ERNST & YOUNG LLP (SINGAPORE) AS THE INDEPENDENT EXTERNAL AUDITORS OF THE COMPANY IN PLACE OF THE RETIRING AUDITORS, MESSRS. KOST FORER GABBAY & KASIERER AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION – ORDINARY RESOLUTION 1

The motion was put to vote and the results of the poll for Ordinary Resolution 1 were as follows:

FOR		**AGAINST**		**TOTAL**	
No. of shares	As a percentage of total no. of votes for the resolution (%)	No. of shares	As a percentage of total no. of votes against the resolution (%)	Total no. of shares represented by votes for and against the resolution	As a percentage of total no. of votes for and against the resolution (%)
387,437,794	100%	0	0.00%	387,437,794	100%

Based on the results of the poll, the motion was declared carried by the Chairman and it was RESOLVED:

"That Messrs. Ernst & Young LLP (Singapore), a member of Ernst & Young Global, be appointed as External Independent Auditors of the Company in place of the retiring auditors, Messrs. Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, to hold office until the conclusion of the Company's next Annual General Meeting, at a remuneration to be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

2. AUTHORITY TO ISSUE SHARES – ORDINARY RESOLUTION 2

The motion was put to vote and the results of the poll for Ordinary Resolution 2 were as follows:

FOR		**AGAINST**		**TOTAL**	
No. of shares	As a percentage of total no. of votes for the resolution (%)	No. of shares	As a percentage of total no. of votes against the resolution (%)	Total no. of shares represented by votes for and against the resolution	As a percentage of total no. of votes for and against the resolution (%)
380,487,994	98.21%	6,949,800	1.79%	387,437,794	100%

Based on the results of the poll, the motion was declared carried by the Chairman and it was RESOLVED:

*"That pursuant to Rule 806 of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), that authority be given to the Directors to (i) allot and issue shares in the capital of the Company ("**Shares**") whether by way of*

*rights, bonus or otherwise; (ii) make or grant offers, agreements or options including under The Trendlines 2015 Share Option Plan (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as our Directors may in their absolute discretion deem fit; and (iii) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this resolution was in force, provided that:*

(1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) and Instruments to be issued pursuant to this resolution shall not exceed 50.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued (including Shares to be issued pursuant to the Instruments) other than on a pro-rata basis to existing Shareholders shall not exceed 25.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (1) above, the percentage of Shares that may be issued shall be based on the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) at the time this authority is given, after adjusting for: (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities outstanding at the time this authority is given; (b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this authority, provided that the share options or share awards were granted in compliance with the Catalist Rules; and (c) any subsequent bonus issue, consolidation or sub-division of Shares;

(3) in exercising such authority, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), the provisions of Israeli Companies Law for the time being in force, the Articles of Association for the time being of the Company and The Trendlines 2015 Share Option Plan; and

(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (a) the conclusion of the next annual general meeting of the Company or (b) the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."

CONCLUSION

There being no other business, the Chairman declared the AGM of the Company closed at 4:20 p.m.

CONFIRMED AS TRUE RECORD OF THE PROCEEDINGS HELD

MR. STEPHEN LOUIS RHODES
CHAIRMAN OF THE AGM

THE TRENDLINES GROUP LTD.
(Incorporated in Israel)
(Company Registration No. 513970947)

SUMMARY OF QUESTIONS FROM SHAREHOLDERS AND RESPONSES AT THE ANNUAL GENERAL MEETING ("AGM") AND SPECIAL GENERAL MEETING ("SGM") HELD ON 13 APRIL 2022

The Board of Directors (the "**Board**") of The Trendlines Group Ltd. (the "**Company**"), and together with its subsidiaries, (the "**Group**") refer to its responses to the queries received from the shareholders and proxy holders in relation to the Company at its AGM and SGM held by way of electronic means on 13 April 2022 at 3.00 pm and 3:30 pm respectively.

Questions were addressed by the following personnel:

Mr. Stephen Louis Rhodes – Chair of the Board, Chief Executive Officer ("**Steve**")
Ms. Elka Nir – Lead Independent Director, Chair of Audit Committee and Remuneration Committee ("**Elka**")
Mr. Haim Brosh – Chief Financial Officer, Joint Company Secretary ("**Haim**")

Queries from shareholders/proxyholders

Q1. The Company's NAV has been on a strong downtrend since FY 2015 save for a slight uptick in FY2021. I would like the Lead Independent Director to comment on her assessment of the Company's post-IPO performance and the bases for such assessment.

Elka's response:
Let me say from the outset that I completely agree with the concept of management accountability. The Board evaluates the performance of the Company and its managers on an annual basis. In reviewing the performance of the senior management team, we have concluded that they have performed well, meeting the main performance criteria that are within their control including raising capital for existing portfolio companies, generating consistent growth in the overall value of the portfolio, and achieving exits. As a result of this good work, the portfolio is maturing, and many companies are reaching good milestones. Unfortunately, the financial results of the Company are also influenced by factors over which the Company and its management have no control whatsoever. The Board believes that these factors have created a skewed understanding of the Company's performance overall.

Regarding management compensation, as Board members, we need to keep in mind the balance between retaining and incentivizing the management, within the context of the local ecosystem's compensation standards, and the interests of other stakeholders in the Company. In the past, management has led by example and taken large pay cuts. Given the improving performance of the Company, we are convinced that management is successfully implementing the Company's business plan and strategy during these very uncertain times. The Board continues to monitor, evaluate, and consider all options in optimizing the Company's future plans to improve the NAV and also be able to reward shareholders for their patience and confidence.

Q2. There is strong commercial value in precision agriculture applications in the market. Will Trendlines considering investing in companies in the precision fertilizer area?

Steve's response:
The rising fertiliser prices are definitely an opportunity for great investment. In fact, there are many trends in the agriculture world today that create significant opportunities for new technologies. One of the biggest opportunities is to push to reduce the climate impact of agriculture. Today, agriculture is a major source of carbon and greenhouse gas emissions, and that creates lots of opportunities. Trendlines is invested in a number of precision agriculture companies and automation companies that can address the issues raised by rising fertiliser prices and other precision agricultural issues. Saturas, our portfolio company has technology for precision irrigation. Our portfolio company Metomotion, has developed an automated greenhouse robotic system that performs tasks like picking and packaging, reducing labour costs and also providing real time data to growers. miRobot has developed a robotic milking parlour system, and our company AgroScout performs precision pest and disease detection, using drones and artificial intelligence. Three of our portfolio companies are in the pest control sector and are developing new technologies to replace detrimental

chemical use. In short, the number of opportunities today in the agriculture sector is virtually unlimited, given the stresses of providing more food for a growing population with concerns about food security, food safety and climate change.

Q3. Trendlines' current dividend policy is based on the criterion of year end cash balance of at least $15 million. May I know what is the shortfall amount that leads to the amount below $15 million last financial year? As the Trendlines Group has regular and sustainable amount of royalty income, will Trendlines Group consider paying a portion of its royalty income as a dividend in years when the year-end cash balance is below 15 million so that investors in the group can have a regular source of dividend income?

Steve's response:
Contrary to the statement in the question itself, Trendlines does not have a regular and sustainable royalty income, which is why we need to evaluate the cash balance at the end of each year in order to make a decision about paying out a dividend. After evaluating our cash balance and making sure that we have enough cash for operating costs and our investment plan, it was decided there was not enough cash to declare a dividend for 2021. We endeavour to balance between having enough cash to be able to invest in our portfolio companies without raising more funds with the desire to pay dividends. This is something that we are consistently working on and endeavouring to improve.

Q4. What is the outlook and expectation for China? Any impact from government regulations? The AR mentioned the significant increase in fund raising activities by portfolio companies in 2021. Is fund raising getting more difficult recently due to macro factors like expectation of rising interest rates?

Steve's response:
2021 was a record year for us in terms of raising capital for new companies. In 2021 our portfolio companies raised a total of $77 million in follow-on capital. This was by far and away a record; the previous record had been set in 2020 and was $43 million. It was a very big jump. We actually feared, when the pandemic began, that it would become increasingly difficult to raise capital for our portfolio companies. The results suggest differently. The fact is that it is never easy to raise money for our portfolio companies; every raise is difficult and challenging and requires a lot of work by both the portfolio companies themselves, as well as by Trendlines management. We have not seen any impact, so far, of the macro situation on the ability to raise funds for portfolio companies. There is a growing interest in in both of the fields that we invest in, both medical devices from agrifood technologies. Many people are highlighting those two areas as the two areas most impacted by the pandemic and this understanding is driving investors to invest more in those areas. We are cautiously optimistic. We've seen strong activity so far this year in terms of capital raises for portfolio companies. And while I think it would be difficult to beat the 2021 record of $77 million, I do think we are on track in the meantime for a very good year for capital raises.

Q3. Could you consider disclosing the assigned fair values of the top 3-5 companies in the portfolio, without revealing their identities? Or maybe the percentage of portfolio of the most valuable company, so investors can assess write-down risks.

Steve's response:
This is a question that we discussed frequently. As everyone knows, we have never disclosed the valuations of the individual portfolio companies for fear that disclosing that information would harm their fundraising ability and would also affect our negotiations when looking for exits. At the same time we understand the interests of the market and the need for the market to see as much detail as they can. In the past we have disclosed the aggregate value of our 10 most valuable portfolio companies. I think that is something we can look at doing again in the future. I would be a little bit reluctant, even on a blinded basis, to release the valuations of individual companies, but I think it is something that we should talk about again. As I said we have this conversation probably at least twice a year and probably more often because, in many cases it could be quite easy to guess who the companies are if we start disclosing the percentage held or the valuation of the individual companies. But I think it's an interesting question and I think it's definitely something that we should take under consideration for our first half report as well as in the future. So I thank you for that question.

Q5. Is it correct that OrthoSpin and ApiFix have no value in the portfolio (i.e. fair value of zero) because no more payments and revenues are expected from those companies post exit?

Haim's response:
The first part of the question is correct, there is zero value attributed to the two portfolio companies in the line of Investment in Portfolio Companies, but as stated in the beginning of my presentation, there are several receivables items in our balance sheet that are associated with those two exits, including the future guaranteed payments from the

sale of ApiFix and the amount is being held under escrow from the OrthoSpin exit. Those items are associated with the exit, but does not appear in the line of Investment in Portfolio Companies.

Q6. The company has failed to attract institutional shareholders. The shareholder base is comprised mainly of individuals and family offices. What efforts, if any, are being made among Institutional investors?

Steve's response:
One of the problems with attracting institutional investors to a company like us simply has to do with the rules that many institutional investors follow. Our market cap of around 80 million Singapore dollars, around 60 million U.S. dollars puts us under the minimum threshold that many institutional investors require for investinng. Moreover, the low trading volume, on average, of our share also makes it difficult to attract institutional investors. Having said that, we haven't given up and we continue to look for institutional investors. We are going to be a talking to potential investors again in the coming weeks and months to see if we can attract institutions. I will just note that Librae Holdings, our largest in shareholder, and also considered a controlling shareholder, while perhaps technically not an institution in the traditional sense, is a highly respected and well-known investment company that manages over a billion dollars of assets and has expressed tremendous confidence in Trendlines, not only investing in us several years ago, but also participating in our recent Private investment in public equity (PIPE). They've invested in over 20 portfolio companies and their continuing support is very important. They also provide great strategic support for us. So although not an institution in the traditional sense we're very happy to have their support.

Q7. What was the fund management fee received in 2021? Can you state the number be reported in future earnings releases?

Haim's response:
During the year 2021 the amount we've received as a fund management fee was not the very material, it was less than US$400,000. Hopefully management fees will grow in future years and become more significant, and we will be happy to disclose this information.

Q8. Refer to the Company's reply to the SIAS's question about the co-CEO structure and was wondering what happens when there was a disagreement. Most leadership teams have a "Batman" and a "Robin" and with one person having the final say. Is there something put in place like that for Trendlines?

Steve's response:
The answer is no; we "fight" it out. I would like to say that I am actually Batman and Todd is Robin, but I won't say that. We discuss issues thoroughly until we reach some sort of an agreement. In an extreme case, if there wasn't an agreement, we would go to the Board of Directors to resolve an issue. I can say that that has never happened. Todd and I have been working together for more than 30 years and we always manage to reach an agreement. And I think in many cases I can say that the decisions that we make are, I believe, better than decisions that either of us would have made on our own as a result of the discussion between us.

****** END ******

THE TRENDLINES GROUP LTD.
(Incorporated in Israel)
(Company Registration No. 513970947)

RESPONSE TO QUERIES FROM THE SECURITIES INVESTORS ASSOCIATION (SINGAPORE) ON THE ANNUAL REPORT

The Board of Directors (the "**Board**") of The Trendlines Group Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") would like to provide its responses to the queries received from the Securities Investors Association (Singapore) ("**SIAS**") in relation to the Company's Annual Report for the financial year ended 31 December 2021 ("**FY2021**") prior to the upcoming annual general meeting for FY2021 to be held by way of electronic means on 13 April 2022 at 3.00 pm. For avoidance of doubt, the Company does not respond to the commentaries made by SIAS since they merely set out the context of the questions raised.

QUERIES FROM SIAS

Q1. Would the board/management provide shareholders with greater clarity on the following operational and financial matters? Specifically:

(i) **China: The group ventured into China with the opening of Trendlines Medical Shanghai Innovation Centre in Shanghai's Putuo District to "focus on developing innovations within Chinese medical device companies and to function as a platform for R&D, technology exchange, and business development" (page 7). Can the board/management provide more details about the group's plan for China and the group's competitive advantage with the opening of the centre?**

Company's response:
The Group has been active in China for more than 10 years, doing business development in relation to the Group and the Group's portfolio companies. During this period, some 15 portfolio companies have raised funds through these efforts, the most recent being CoreBone and Fidmi Medical. The Group views the Chinese market as an important part of our efforts globally. We are currently evaluating our plans in China moving forward.

(ii) **Dual primary listing: In Note 19(A) (page 154), it was noted that issuance expenses amounted to US$313,000. How much did the company spend in total on the aborted dual listing? Can the board confirm that it has scrapped all plans for a dual primary listing on the Tel Aviv Stock Exchange given that it is now looking for PIPE investments?**

Company's response:

As reported in Company's financial statements for the financial year ended 31 December 2021, the Company incurred US$313,000 in total as expenses towards the dual primary listing. We can confirm that at present we have no plans to do a dual primary listing.

(iii) **Stimatix GI: The group has invested in Stimatix GI since 2009, and this was one of the 10 most valuable portfolio companies since the IPO in 2015. In fact, in 2018, Stimatix was identified as the "Most valuable portfolio company". Since FY2018, the company has repeatedly reduced the fair value of Stimatix GI due to the "initial revenues of Stimatix GI being lesser than previous projections arising from the product's staggered launch". From FY2018-FY2021, the decreases were US$(8.1) million, US$(6.9) million, US$(10.0) million and US$(9.7) million**. **Can management help shareholders understand the reasons for the shortfall in revenue projections in the past 4-5 years? Has the board considered an independent review to analyse the past investment thesis, valuations, board approvals, revenue projections, product and market strategy, etc? What are the key lessons learnt from Stimatix? What is the existing carrying value of Stimatix? Is there significant systematic risk that the carrying values of portfolio companies in the group are over-estimated?**

Company's response:

As we have explained in Company communications with shareholders, such as investor presentations, earnings calls, etc. in the past regarding the Stimatix GI product, the acquirer has not met sales and marketing expectations of the Stimatix product, resulting in a shortfall of revenue projections. This is something over which the Group has no control, and the Group has also expressed its deep disappointment in the performance of this asset. Although the Group continues to believe in the product, the continuing failure of the acquirer to successfully sell the product has led to the series of write-downs that are referenced in the question.

The Group uses the services of an independent consulting firm that is expert in the medical device industry to analyze all aspects of Stimatix and to evaluate the asset.

The experience with Stimatix reinforces the Group's belief and practice that the Group cannot budget the cash flow based on revenues that are not guaranteed. The current carrying value of Stimatix is US$7.9 million.

In addition, the Group does not believe that there is a systemic risk in the valuations of our portfolio companies. As can be seen from the other exits by the Group, the carrying value of portfolio companies in our books on the eve of their exits have consistently been much lower than the purchase price at the exit. The Stimatix valuation is a unique case where it is our only portfolio company based on the estimated present value of a future royalty stream.

(iv) **Value creation: How much of the increase in portfolio value is due to increase in valuation (as opposed to additional investments)? On page 9, the company has stated that the portfolio value (including cumulative value of exits but excluding potential future earnouts) has increased by 123% since the IPO**. **Can management provide a breakdown to show the increase due to (a) additional investments made, (b) higher valuation due to valuation multiple expansion etc.?**

Company's response:

73% of the increase in our portfolio value is due to an increase in valuations as opposed to 27% which is due to additional investments. This can be seen in the table below:

	Portfolio Value * (USD)	**Increase in Investments (USD)**	**Increase in Valuations (USD)**
31.12.2015	$57,232		
31.12.2016	$58,850	$3,376	$ (1,758)
31.12.2017	$72,477	$2,502	$11,125
31.12.2018	$81,002	$1,725	$6,800
31.12.2019	$94,601	$1,380	$12,219
31.12.2020	$112,584	$5,787	$12,197
31.12.2021	$127,798	$4,553	$10,661
Cumulative		$19,323	$51,243
	123%	27%	73%

** including cumulative value of exits but excluding potential future earnouts*

(v) Net asset value per share: Does the board, especially the independent directors, track the net asset value per share as a measure of value creation? Please show the NAV/per share since the IPO.

Company's response:
The Board reviews and approves the Group's financial statements wherein the NAV per share is reported each financial year.

NAV per share since IPO

	NAV per share (USD)
2015	$0.17
2016	$0.15
2017	$0.15
2018	$0.14
2019	$0.13
2020	$0.12
2021	$0.13

(vi) Placement: On 19 January 2022, the company announced the proposed issuance of an aggregate of 169 million new shares in the capital of the company at a subscription price of S$0.12 for each ordinary share. The company's controlling shareholder, Librae Holdings Limited ("LH"), is also subscribing to 99 million new shares which will be 10.32% of the enlarged capital. The NAV per share as at 31 December 2021 was US$0.13 or S$0.17. The placement is at a discount of approximately 30% to the NAV. Can the independent directors help shareholders understand why it had approved the proposed issue of new shares at S$0.12? Given the board/management's confidence in the

prospect of the group, what is the company's rationale for issuing new shares at 30% discount to its NAV? Has the board considered the dilutive effect of the proposed new share issue to minority shareholders? If the company cannot issue new shares at or above NAV, can the board help shareholders to better understand the justification for the group to continue its expansion? Has the board considered other sources of financing, or even a privatisation by the controlling shareholder?

Company's response:
The Company would have preferred to issue the new shares at a subscription price at the NAV or above, however, the market price of the Company's shares deeply impacts the price at which a financing can be consummated.

It is also to be noted that the issue price of the subscription shares was a premium of approximately 15% to the weighted average price of the Company's shares when it had entered into the proposed subscription transaction on 19 January 2022. The proposed subscription was at this premium to our market price, reducing the dilution for existing shareholders. We are of the view that this financing demonstrated substantial confidence in the Company.

Please refer to the Company's announcement dated 19 January 2022 on the rationale for the proposed subscriptions as also briefly reiterated below:
"*The purpose of the Proposed Subscription is to meet the Group's anticipated general working capital requirement and direct and indirect investments into new, prospective or existing portfolio companies, allowing potential expansion of its investment activities. Given the capital-intensive nature of the Group's business, and the unpredictability of its cash flows, the Company believes it is in its best interests to have more cash for operations and investment.*"

Q2. In the year, OrthoSpin was sold to DePuy Synthes (the orthopedic company of Johnson & Johnson) for US$79.5 million. This generated US$15.8 million in proceeds for the group. This considerably improved the cash proceeds of the group for the year (page 8).

Under the old dividend policy, the company would pay out 40% of the net cash after tax proceeds from "Exit events".

However, in June 2021, the company announced a new dividend policy as follows:

It is the intention of the Board that dividends will be paid from the Company's Net Exit Proceeds (as defined below) according to the following formula: Net Exit Proceeds received during any financial year will first be applied, if necessary, to bring the Company's year-end cash balance to US$15 million. Once this cash goal is met, at least 20% of the remaining Net Exit Proceeds will be paid as dividend, provided that the calculated amount is at least US$1 million. The dividend payment is subject to Board's approval and the fulfilment of the relevant conditions prescribed by the Israeli Companies Law for the declaration of dividends.

Details of the company's dividend policy can be found here:

https://links.sgx.com/FileOpen/Dividend%20Policy%20June%202021.ashx?App=Announcement&FileID=671070

(i) Can the board help shareholders understand how it had arrived at the US$15 million in cash balance as the threshold?

Company's response:
The amount arrived at takes into consideration Group's budget and investment plans.

(ii) Without the sale of portfolio companies (for cash), how is the company able to generate cash flow from operations? Had it always been challenging for the company to maintain or increase its cash balance (to at least US$15 million)?

Company's response:
The Group's business model is predicated on the idea that exits will be the Group's primary source of cash flow. Having said that, we have several secondary cash flow sources, several which the Group hopes will increase in coming years.

- Management fees and carried interests from the venture funds that the Group manages;
- Income from Trendlines Innovation Labs;
- Fees for services charged to graduate portfolio companies; and
- Non-dilutive grants.

It has always been a challenge for the Group to maintain and increase its cash balance.

(iii) Given that the OrthoSpin exit is a major exit (along with ApiFix in FY2020), has the board considered declaring a dividend to reward shareholders? Can the board help shareholders recall if the company has given out any dividends since its listing?

Company's response:
Yes, the Board considered declaring dividend, and it was this deliberation that led to the establishment of the Group's dividend policy in 2021, as the previous dividend policy had expired in 2018. We have not paid a dividend to date, as we have not met the criteria to do so.

Q3. As shown in the disclosure on remuneration in the corporate governance report, the two executive directors received an annual remuneration package that exceeded S$1.0 million each.

Directors and Chief Executive Officers Remuneration						
Name	Fees (%)	Salary (%)	Bonus (%)	Other Benefits (%) *	Fair Value of Share Option (%) **	Total (S$)
Executive Directors						
David Todd Dollinger (Chair and Chief Executive Officer) (***)	–	68.95	16.45	3.45	11.15	1,049,059
Steve Rhodes (Chair and Chief Executive Officer) (***)	–	67.98	16.99	3.53	11.51	1,016,166

(Source: company annual report)

(i) How much of the bonuses were attributed to the sale of OrthoSpin to DePuy Synthes? It is noted that the remuneration of the directors had increased substantially from $550,000-$600,000 to over $1.0 million in FY2021.

Company's response:
Of the bonuses paid in FY2021, an amount of US$128,000 was attributed to the OrthoSpin exit in bonuses to each of the executive directors, as noted on page 71 of the FY2021 Annual Report.
It is to be noted that in FY2021, the remuneration to the executive directors decreased slightly from the previous financial year.

The two executive directors are both co-chairmen of the board and joint CEO.

(ii) Can the board/nominating committee ("NC") help shareholders understand the rationale for having dual CEOs and chairs? How did the NC determine and measure that the existing management structure has "worked well" for the company (page 62)?

Company's response:
It is not unusual for public companies to have two (2) persons holding both the executive chairman and CEO position. Given the nature of the Group's business, and the large number of portfolio companies that we support, the Board believes that having two managers sharing these two roles provides optimal support for our almost 60 portfolio companies. Our co-CEOs complement one another in their work with the portfolio companies, and act as built-in checks and balances on one another in terms of daily management and strategic planning. While having dual CEOs is unusual (and having an executive chair is not), academic research[1] suggests that when there is good synergy between the dual CEOs, the model can be highly successful.

In terms of the existing management structure working well for the Company, the Board

[1] E.g., Harvard Business Review, Sept. 15, 2020 (https://hbr.org/2020/09/is-ceo-a-two-person-job) and Financial Review, August 2011 (https://tinyurl.com/26ddun2v)

regularly sets goals for management and reviews the results against those goals. Overall, the Board believes that the Company has made good progress in its most important measures of performance: portfolio value, capital raises, trend to more/larger exits. The Board is also confident that ultimately this progress will be reflected in the creation of value for the Company's shareholders.

(iii) Given the dual CEOs and chairs structure, is there significant overlap in the roles and responsibilities of the two executive directors? How does the NC evaluate the individual performance of each director?

Company's response:
There is some overlap in the roles and responsibilities of the dual CEOs, particularly when it comes to strategic planning and decision making, where they complement one another, and the Board believes that the dialectic between them leads to better decisions. Other than strategic planning, the work is largely divided between them. For example, each sits on numerous portfolio company boards of directors, with very little overlap between them. In addition, each is responsible for managing different aspects of the Group's operations.

The performance of the CEOs is primarily evaluated against the targets set by the Board at the beginning of each year.

As also explained on page 66 of the Annual Report, "*the Board, in accordance with the recommendations of the NC, agreed that collective evaluation in lieu of individual evaluation is a more appropriate method of evaluation for the Company, as it provides for more effective and objective input (and whereas individual evaluation can inhibit Board dynamics and group performance). As such, no formal assessment of the contribution by the Chairs and each individual Director to the effectiveness of the Board and Board Committees has been conducted*."

(iv) What is the total shareholder return since the group's IPO in November 2015? Is the board satisfied with the performance of the company?

Company's response:
The Company's share price is approximately 66% below its IPO price, and the Board would have hoped for a better situation. At the same time, it should be noted that the loss in value occurred during the first 3½ years of trading of the Company's shares, where the share declined by as much as 86% from its IPO price to a low of S$ 0.078. (In March 2020, at the height of the initial COVID panic, the Company's share price briefly fell to S$ 0.057, but we discount that as a market anomaly.) Since June 2019, the Company's share price has increased by approximately 40%, significantly outperforming the STI index, which has been flat over the same period. The Board believes that the Company is moving in the right direction.

(v) In addition, is the board, especially the independent directors, satisfied with the rate of value creation and exit of the portfolio companies?

Company's response:

The Board believes that value creation in the portfolio, which is a main measure of Company's progress, has been highly satisfactory and all indications are that it will continue to be so in the future. The Board notes that the Company's two largest, most profitable exits have been in the past two years, while at the same time the last two years have seen increased numbers of our portfolio companies raising larger amounts of capital with higher valuations than in the past. We believe that this is an indication of the increasing maturity of the Company's portfolio, and we believe that in the future we will see additional larger exits.

(vi) How strongly does the remuneration structure incentivise management to create value and achieve exits of the portfolio companies?

Company's response:

The NC and the Board believes that the bonus and options components of management compensation provide a strong incentive for the managers to create value and to achieve exits. At the same time, the Board is cognizant that in order to retain and recruit good and talented investment managers, the Group must incentivise them on a par with the industry.

BY ORDER OF THE BOARD

Haim Brosh
Chief Financial Officer and Joint Company Secretary
11 April 2022

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*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

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