Polarean Imaging Plc

Group Annual Report & Accounts 2021

Company Number 10442853

Contents

Company Information

Directors	Kenneth West	*Non-Executive Chairman*
	Richard Hullihen	*Chief Executive Officer*
	Charles Osborne	*Chief Financial Officer*
	Bastiaan Driehuys, PH.D.	*Chief Technology Officer*
	Jonathan Allis, PH.D.	*Non-Executive Director (resigned 4 May 2022*)
	Daniel Brague	*Non-Executive Director (appointed 4 May 2022)*
	Juergen Laucht	*Non-Executive Director*
	Cyrille Petit	*Non-Executive Director*
	Frank Schulkes	*Non-Executive Director (appointed 13 April 2022)*
Company Secretary	Stephen Austin	
Registered Office	27-28 Eastcastle Street London, W1W 8DH	
Company Number	Registered in England and Wales Number 10442853	
Nominated Adviser and Broker	Stifel Nicolaus Europe Limited 150 Cheapside EC2V 6ET London	
Independent Auditor	Crowe U.K. LLP 55 Ludgate Hill London EC4M 7JW	
Registrars	Share Registrars Limited 3 The Millennium Centre Crosby Way Farnham Surrey GU9 7XX	
Principal Banker	Silicon Valley Bank Alphabeta Building 14-18 Finsbury Square London EC2A 1BR	
Legal Advisers to the Company	Reed Smith LLP The Broadgate Tower 20 Primrose Street London EC2A 2RS	
Financial Public Relations and Investor Relations	Walbrook PR 4 Lombard Street London EC3V 9HD	
Independent Expert	Pharma Ventures Limited 1300 Parkway Court John Smith Drive Oxford Business Park South Oxford OX4 2JY	

Chairman's Statement

I am pleased to report on a year of considerable progress for Polarean particularly in light of the ongoing global challenges. We have continued to build momentum in our strategy to advance our powerful Xenon MRI lung imaging technology towards commercialisation. The COVID pandemic, and the challenges that are growing with long COVID, have further accentuated the urgent global need for improved ways to diagnose and manage pulmonary disease. Polarean is poised to offer a solution to the gaps that exist with current diagnostic imaging to directly measure and visualise lung function.

Our efforts in 2021 focused on preparation for commercialisation, following the Company's October 2020 New Drug Application ("NDA") submission to the United States Food & Drug Administration ("FDA"). To fund these commercialisation efforts, in April 2021, the Company completed an oversubscribed £27 million placing, subscription and open offer. This financing round put the Company into a strong financial position and brought in several new top-tier investors into the Polarean shareholder base.

The market research and physician advisory boards that were conducted in 2021 thoroughly advanced our understanding of the unmet needs our technology seeks to address and highlighted the market opportunities that exist in several clinical applications at commercial launch. Through scientific engagement between our medical affairs team and pulmonary disease thought-leaders undertaken in 2021, it is clear that awareness, interest, and enthusiasm is building for the potential of hyperpolarised xenon MRI to improve the care of patients with pulmonary disease. The interest in Polarean's technology is also growing amongst several pharmaceutical companies that are seeking novel approaches to use quantitative, functional lung imaging in the development of their investigational drugs. Finally, Polarean has also been in close contact with reimbursement entities in the US market, developing pathways to ensure that reimbursement for the use of Polarean's products is established, and at a level that acceptable to insurers and providers

We were disappointed in early October 2021 to have received a Complete Response Letter ("CRL") from the FDA in response to Polarean's NDA submission. The Company worked diligently to comprehensively respond to the questions raised in the CRL, which were mostly technical and manufacturing related. The Company resubmitted the NDA to the FDA on 30 March 2022 and on 20 April 2022, the Company announced that the FDA had accepted the resubmission of the NDA and established a user fee goal date of 30 September 2022.

Our primary focus for the remainder of 2022 will be working with the FDA to obtain final approval for our drug-device combination product and continuing the planning and preparation for commercial launch. We are also looking forward to generating new clinical data evidence to support a strong value proposition and indication and geographical expansion in subsequent regulatory filings over the next several years.

On behalf of the Board, I thank the employees, stakeholders and shareholders for their support, without which none of this would have been possible.

Kenneth West
Non-Executive Chairman

17 May 2022

Chief Executive Officer's Statement

2021 – Year of Preparation and Response

We spent the first nine months of 2021 preparing for the launch of our drug-device combination product in anticipation of receiving FDA approval in the fourth quarter of 2021. On 5 October 2021, we were surprised to receive a CRL from the FDA, indicating that they were unable to approve the NDA in its current form. The CRL and subsequent Type A meeting with the FDA provided the Company with the list of issues that needed to be addressed to obtain approval. The issues were mostly technical or manufacturing-related in nature and centred around the xenon hyperpolariser system. The Company worked with its consultants and collaborators to address the items identified in the CRL. On 30 March 2022, the Company refiled the NDA with the FDA. The resubmission addressed the items identified in the CRL. On 20 April 2022, the Company announced that the FDA had accepted the resubmission of the NDA and established a user fee goal date of 30 September 2022, designating it Type 2.

The Opportunity

Pulmonary disease places a significant burden on the US and global healthcare systems. In addition, the COVID-19 pandemic has resulted in millions of additional patients who could potentially benefit from improvements in the quantitative assessment of pulmonary function via non-invasive imaging. The Company sees a tremendous opportunity to bring our technology's quantitative, reproducible, non-invasive method for diagnostic and therapeutic guidance to medicine. Researchers around the world are receiving grants to study long COVID patients using the Company's technologies. Promising preliminary results are already emerging and being published and we anticipate additional studies being published over the next 12 months. Researchers are currently conducting clinical trials and pharmaceutical company sponsored investigations in multiple areas of pulmonary disease using our technology. The Company continues to do market research and work with key opinion leaders through its advisory board process to refine and extend our understanding of current standards of care and refine the development of the healthcare economic analyses of our technology to support the adoption of hyperpolarised noble gas imaging by healthcare providers. The business plan continues to focus initially on addressing the high end of the US academic and teaching hospital market segment, which comprises approximately the top 1000 institutions nationally having coincident multiple Centres of Excellence in Pulmonary Medicine and Radiology. The combined addressable capital equipment market there for our products approaches US$500 million in equipment sales alone, with the consequent drug sales following, as laid out in recently published research. We also see a parallel opportunity supporting the pharmaceutical industry in improving the velocity and reducing the scale and cost of their pulmonary drug clinical trials by providing quantitative, reproducible image-based data.

Polarean continues to serve the medical imaging research market by providing xenon polarisers to enable functional MRI of the pulmonary system to institutions and researchers. This brings dynamic, reproducible, three-dimensional, high-resolution, regional, quantitative, image-based information to pulmonary physicians and researchers whose best alternative tool is spirometry, with its limitations in use for measurement of expired breath. We expanded our installed bases with two new polariser installations during 2021, including one at high profile academic research centre, MD Anderson.

Our Organisation

In anticipation of FDA approval, the Company has been involved in preparing the organisation for commercialisation of our products. The Company recently named Alexander Dusek as its Chief Commercial Officer. Mr. Dusek brings an extensive background in pharmaceutical industry commercialisation and is building our commercial organisation to support a successful launch upon FDA approval.

Our Operations

In 2021, the Company focused on working with its drug and system contract manufacturing partners to ensure that they are prepared for the launch of the Company's product. In addition, we made planned advances in our quality systems and engineering infrastructure as we move toward maturing in our new regulated environment.

Chief Executive Officer's Statement (continued)

During the year, we completed installations of two model 9820 xenon polariser systems at BC Children's Hospital, Vancouver BC, and at the University of Texas MD Anderson Cancer Center, to support their pulmonary research programmes.

R&D

We continued to invest in our intellectual property portfolio and future development of our technology. Intellectual property continues to be developed in the areas of gas exchange and pulmonary vascular disease. Our group has continued to push the design of the polariser systems forward. We have also made key advances in exciting new display and analysis software focused on providing an intuitive, colour encoded three-dimensional display for use across all stakeholders in the healthcare process focused on providing care to pulmonary patients.

Financials

Sales for 2021 were below our original expectations, as we did not receive FDA approval in the final quarter as anticipated in the plan. We were able to adjust our spending plans following receipt of the CRL from the FDA, which allowed us to finish 2021 with a higher than anticipated cash balance of US$28.9 million. We continued to sell our polariser systems into the research market and completed two installations during 2021. The financing we completed in the first half of 2021 has put the Company in a solid financial position with the ability to fund the Company well into 2023.

Advisers

The Company appointed Stifel as joint broker in December 2020 and followed that up by appointing them as the Company's nominated adviser and sole broker early in 2021. Stifel guided the Company through an oversubscribed round of financing, securing important new and larger funds participation in the first half of 2021 that allowed the Company to prepare for the anticipated US launch of its product.

2022 and Beyond

We spent the first quarter of 2022 finalising our NDA resubmission focusing on execution of near-term objectives. We announced on 20 April 2022 that the FDA had accepted the resubmission of the NDA as a complete response and has established a user fee goal date of 30 September 2022. In the meantime, we continue to sell our systems to the research market, including the recently announced order and installation from McMaster University in Canada, and an order for an additional system at Cincinnati Children's Hospital Medical Center.

We continue to identify exciting opportunities in the areas of long COVID, cardiology and pulmonary vascular disease and these prospects should expand the use of the Company's technology in the future. We recently announced a research collaboration in long COVID with Oxford University Hospitals NHS Trust, whereby we will evaluate the underlying causes of persistent breathlessness in patients with long COVID using our xenon polariser. We are utilising the delay in obtaining FDA approval to work on the commercialisation and launch programmes and explore initiation of follow-on trials for potential future applications of our technology. We have begun evaluation of geographic market exploration and expansion, and the pursuit of early engagement with respiratory drug developers as we develop scale sufficient to prove our value proposition with regard to reducing the costs of their drug development process.

Polarean has a dedicated team of employees, consultants and advisers working to bring our much-needed technology to the healthcare market.

Richard Hullihen
Chief Executive Officer

17 May 2022

Strategic Report

1. Introduction

The Group comprises medical drug-device combination companies operating in the high-resolution medical imaging market. The Group develops equipment that enables existing MRI systems to achieve an improved level of pulmonary functional imaging and specialises in the use of polarised xenon gas (^{129}Xe) as an imaging agent to visualise ventilation (the ability of air to reach the alveoli) and gas exchange (the ability of oxygen to diffuse through the alveolar membrane into the pulmonary vasculature) regionally down to the smallest airways of the lungs, the tissue barrier between the lung and the bloodstream and in the pulmonary vasculature; and now also microvascular haemodynamics within the lung, a novel diagnostic approach. The Group will also register and sell the high-performance MRI radiofrequency (RF) coils which are a required component for imaging ^{129}Xe in the MRI system. Providing access to these coils facilitates the adoption of the Xenon technology by providing application-specific RF coils which optimise the imaging of ^{129}Xe in MRI equipment.

The Group was formed on 31 May 2017 when the Company acquired Polarean, Inc (the "Subsidiary"). The Subsidiary was formed as a result of two mergers: the first between Polarean Merger-Sub Inc. and m2m, a company that the Subsidiary had developed a relationship with during the course of previous research and commercialisation programmes in the US and the second between m2m and the Subsidiary. m2m was previously a portfolio company of Amphion Innovations plc ("Amphion"), a developer of medical, life science, and technology businesses, which is itself currently listed on AIM.

2. Investment Case

Pulmonary disease currently affects hundreds of millions of people globally, including approximately 174 million people who suffer from Chronic Obstructive Pulmonary Disease ("COPD"), which is responsible for approximately 6% of such deaths globally each year. In the US more than 30 million people suffer from a chronic lung disease such as COPD, which includes emphysema, chronic bronchitis and asthma. In addition to its significant human toll, pulmonary disease also represents an economic burden in excess of US$150 billion annually in the US alone.

Every type of pulmonary disease involves some combination of ventilation and/or gas exchange impairment, yet the successful and cost-effective treatment of lung disease is hampered by sub-optimal methods for quantifying pulmonary ventilation and gas exchange. Current diagnostic techniques are either imprecise (such as spirometry) and/or expose the patient to potentially dangerous radiation (such as x-rays, CT scans and nuclear scintigraphy). While spirometry has benefits as a screening tool, none of these current methods can visualise ventilation or gas exchange regionally in the smallest airways, where lung disease typically begins and where improvements from new pharmaceutical therapies can first be detected.

As such, the Group operates in an area of significant unmet medical need and is pursuing approval by the US Food & Drug Administration ("FDA") for the Group's drug-device combination product using hyperpolarised xenon-129 gas to enhance MRI in pulmonary medicine. The Company submitted a new drug application ("NDA") to the FDA on 5 October 2020 after the successful completion of the FDA Phase III clinical trials in the US for the Group's technology. The 80-patient equivalence clinical trials were conducted at Duke University Medical Center, the University of Virginia and The University of Cincinnati – three leading US research hospitals. Enrolment of the clinical trials was completed in November 2019. In January 2020, the Company announced that both clinical trials met their primary endpoints, within the prospectively defined equivalence margin (+/-14.7%) when compared to the FDA-approved reference standard, ^{133}Xenon scintigraphy imaging. On 5 October 2021, the Company received a Complete Response Letter ("CRL") from the FDA requesting that the Company to address approvability issues identified by the FDA ahead of NDA resubmission. On 30 March 2022, the Company filed the resubmission of the NDA with the FDA. On 20 April 2022, the Company announced that the FDA had accepted the resubmission of the NDA and established a user fee goal date of 30 September 2022. The Directors anticipate receiving a broad indication for use from the FDA following the FDA's review period.

The Group's technology overcomes important limitations of current lung diagnostic methods, providing the ability to visualise, quantify and monitor both the structure and function of the smallest airways and

alveolar spaces with enhanced sensitivity and without harmful radiation. This provides a unique, valuable and more precise tool to help diagnose disease earlier, identify the type of intervention likely to benefit a patient, monitor the efficacy of treatment and facilitate developing new therapies for pulmonary diseases.

3. Group Structure and History

The Company was incorporated in England and Wales on 24 October 2016 with company registration number 10442853. The Company's registered office is 27-28 Eastcastle Street, London, W1W 8DH.

On 31 May 2017, m2m, a company formed in the US State of Delaware on 18 February 1999, was merged into the Company.

On 29 March 2018, the Company's shares were admitted to trading on the AIM market of the London Stock Exchange

4. Information on Polarean, m2m and Strategy of Group

4.1 *Polarean, Inc. – Background*

The Subsidiary was co-founded by Dr Bastiaan Driehuys, a current Director of the Company, and John Sudol, a former director of the Subsidiary, in 2011. Prior to co-founding the Subsidiary, Dr Driehuys was a member of a research team at Princeton University in the early 1990s which was amongst the first research teams to focus on hyperpolarised gas MRI technology; in particular isotopically enriched helium (^{3}He). The team developed and held key patents relating to the technology. The technology was acquired in 1999 by Amersham, Inc. ("Amersham"), with the goal of commercialising hyperpolarised helium products to be marketed and distributed alongside Amersham's full line of contrast agent products. Dr Driehuys led the development efforts for Amersham, which continued the development of these hyperpolarised helium products throughout the early 2000s until GE Healthcare ("GE") acquired Amersham in 2004.

GE continued the research and development of hyperpolarised gas MRI after the acquisition of Amersham, focusing on ^{129}Xe as a more effective substitute for ^{3}He in visualising ventilation. GE also began to explore ways in which ^{129}Xe could be used to image gas exchange within the lung in addition to ventilation. These work programmes culminated in the conduct of a Phase I/II clinical trial at Duke University in 2008-2009. GE also filed Investigational New Drug Applications ('INDs") with the FDA for both ^{3}He and ^{129}Xe. By 2010, after an investment of approximately US$40 million in the technology and with the regulatory path for hyperpolarised gas remaining unclear, GE decided to out-license the hyperpolarised gas technology and the related patent families that it had developed and/or maintained to the Subsidiary, due to the scale at the time and the early-stage nature of the technology's development.

In December 2011, the Subsidiary negotiated the acquisition of all of GE's assets related to the hyperpolarised MRI project, including an inventory of polarisers and parts and the licenses (or outright ownership) of the related patent families.

Following the acquisition of GE's hyperpolarisation assets, the Subsidiary focused on three key objectives:

- building and selling polarisers to research users to generate operating revenue and to disseminate the technology to academic research institutions that generate clinical data in order to build additional interest in the technology;
- further developing the xenon hyperpolarisation technology in order to meet clinical use specification requirements; and
- liaising with the FDA in order to clarify the FDA regulatory path under which the product could achieve clearance to market for clinical use.

In July 2012, the US Congress passed the FDA Safety and Innovation Act and the Medical Gas Act, which clarified and simplified the path under which hyperpolarised gas MRI technology could be approved for clinical use by the FDA.

As a result of discussions between the Group and the FDA, the Directors believe that a clearer path towards regulatory approval now exists. As such, following listing our shares on the AIM market the Group began conducting the clinical studies required for FDA approval to market.

Between January 2012 and May 2017, the Subsidiary generated over US$3.7 million of revenue from selling polarisers to customers in Canada, Germany, the UK and the US for research use, relating to both clinical (human) and pre-clinical (animal) applications. In addition, the Subsidiary received additional funding of approximately US$2.5 million from Nukem and other Series A investors. Prior to the m2m merger, the Subsidiary was also successful in receiving grant funding, including a US$3 million grant awarded in April 2017 by the US National Heart, Lung and Blood Institute (NHLBI) following a competitive application process (for which the research will be conducted with its clinical collaborator, the Cincinnati Children's Hospital) and a US$250,000 small business research loan from the North Carolina Biotech Center in March 2017, which was also awarded following a competitive application process.

4.2 ***The Group's Technology and Products***

The Subsidiary's lead product has been designated as a drug-device combination by the FDA. The Subsidiary's product enables the visualisation of hyperpolarised ^{129}Xe ("**HPX**") through MRI technology to help diagnose lung disease earlier, identify the type of intervention likely to benefit a patient and to monitor the efficacy of treatment. As a result of the FDA's drug-device designation, the Subsidiary's products will be approved and sold only for use with each other. The products are currently being used at a number of research sites on a pre-FDA clearance basis to facilitate the research and evaluation of lung function, to assist in making improved disease progression assessment and to clearly visualise the effectiveness of several therapeutics which are under development. The Group currently generates revenue from the sale of products within its ^{129}Xe gas hyperpolarisation platform.

Implementing the Group's technology in a clinical setting is straightforward: prior to the MRI scan a patient breathes in a small amount of inert HPX to provide an extremely strong MRI signal. This transforms the MRI from a technology that is not applicable to the lungs into one that is able to provide multiple images of the lung structure and function in one 10-20 second breath-hold. HPX MRI overcomes the limitations of traditional pulmonary function testing as HPX MRI:

- is more accurate and reproducible than spirometry and other traditional pulmonary function tests, enabling the detection and mapping of small and localised changes in lung ventilation and gas exchange over time;
- provides regional information about lung disease without exposure to ionising radiation or radioactivity; and
- assesses ventilation and gas exchange in the smallest airways, where disease often begins.

The Group's technology works in conjunction with traditional MRI, transforming it into a powerful diagnostic modality for the lung. The Group's approach is to take ^{129}Xe, an inert gas, and hyperpolarise the nucleus to create an MRI signal which is approximately 100,000 times stronger than a conventional MRI signal. When the MRI scan is undertaken, the HPX resonates at different frequencies: (i) in the bronchioles and alveoli of the lung; (ii) in the barrier tissue of the lung; and (iii) when dissolved in arterial blood in the pulmonary vasculature, thus providing information on ventilation (the ability of air to reach the alveoli) and gas exchange (the ability of air to diffuse through the alveolar membrane into the pulmonary vasculature). As all pulmonary diseases result from impairments to the free flow of air through bronchioles, or from abnormal gas exchange between the lung alveoli and the pulmonary vasculature, the images that result from HPX MRI scans which have been executed using the Group's technology can aid diagnosis, by enhancing the physician's ability to clearly identify issues with ventilation and gas exchange on a regional basis, down to the

smallest of airways. Hyperpolarisation of the ^{129}Xe is accomplished by placing a non-radioactive isotope of Xenon (^{129}Xe) into a beam of circularly polarised laser light in the presence of very small concentration of the alkali metal Rubidium, which acts as a physical catalyst in the hyperpolarisation process. The result is ^{129}Xe whose nuclear magnetic spin is highly aligned but not chemically or biologically different than unpolarised ^{129}Xe, an inert gas. This hyperpolarised state persists for around 2 hours allowing ample time to administer the HPX to the patient.

The Group's products include:

- the ^{129}Xe gas, blended and made under GMP at high purity, to be polarised within the polariser;
- the polariser itself, of which the latest model, the Polarean 9820 Xenon Hyperpolariser, has been designed to deliver up to 3 litres of HPX per hour (approximately 5-10 doses) of which each dose is to be used within 30 minutes of its production in order to retain sufficient polarisation to create a strong image;
- the dose delivery inhalation bag, made of HPX-compatible impermeable plastic materials and a mouthpiece for ease of inhalation; and
- the Polarean 2881 Polarisation Measurement Station, which provides a calibrated measurement of the polarisation of hyperpolarised gas within the dose delivery inhalation bag.

The Group currently designs and builds the polariser equipment at a contract manufacturer and has relationships with GMP gas producers to supply the Group with high purity ^{129}Xe according to the Group's specifications.

In order to take advantage of the Group's current products, an MRI machine is required to be outfitted with hardware and software capable of operating at ^{129}Xe frequency to detect the HPX signal. In addition, the patient will need to wear a ^{129}Xe RF chest coil to allow for detecting the HPX MR signal in the lungs. Approximately 35,000 MRI machines are currently in use worldwide and technically many of these can be easily adapted to be used with ^{129}Xe frequency. The Group's products can be placed near the MRI scanner for ease of radiology workflow and, following the m2m merger, the Group has continued to explore ways to further integrate the Group's existing technology with the coils which had previously been the focus of m2m.

4.3 ***Location***

The Group is based at the Meridian Corporate Center, located in the Research Triangle Park area of North Carolina, which provides a favourable location at which to further develop the core technology and product range. The Group's facilities consist of more than 6,900 square feet of combined offices, laboratory space, inventory warehouse and assembly and testing areas. The Group benefits from facilities that were originally purpose-built by GE for the design and manufacture of hyperpolarisation equipment and components, pursuant to FDA-mandated guidelines.

Within these facilities are a dedicated research and development laboratory equipped with 3-phase power, central compressed air, specialty gas handling and distribution and separate heating, ventilation and air conditioning. The laboratory area also includes optical cell production equipment capable of simultaneous processing of four optical cells for Xenon applications. The laboratory is designed for safe operation of class 4 lasers and is equipped with laser power and spectral testing apparatus.

The Group also maintains a dedicated polariser test bed that is used for product development and a dedicated NMR system capable of delivering available electromagnetic field strength, utilised for calibrating absolute polarisation measurements of hyperpolarised gas samples.

4.4 ***The Regulatory Environment***

At present, prior to the receipt of any approvals for clinical use, the Group sells its polarisers and disposables for research use only to academic medical centres with their research being subject to

oversight by their respective institutional review boards and conducted under IND from the FDA or equivalent regulatory body.

The Group has held regular meetings with the FDA to develop a path towards approval for clinical use and the FDA has indicated its willingness to accept a very broad indication for use for the Group's technology – for the evaluation of pulmonary function – as opposed to its use being limited to any particular pulmonary disease or condition. The FDA accepted the Group's NDA for review in December 2020 after the completion of Phase III trials. The Phase III trials included a total of 80 patients and met their primary endpoints. The FDA has indicated that it will also accept existing literature-based data in fulfilment of certain safety and toxicology requirements. The Directors believe that this broad indication provides the Group with a sizeable, addressable market.

4.5 ***The Group's Customers***

The Group's existing customer base already comprises some of the world's luminary medical imaging research institutions. Indeed, there are numerous research institutions worldwide utilising the Group's system and products, including Cincinnati Children's Hospital, the University of Virginia, University of Wisconsin – Madison, Duke University, University of Kansas and the University of Iowa in the US, Robarts Research Institute and Hospital for Sick Children (SickKids) in Canada, the University of Oxford and the University of Nottingham in the UK and the Fraunhofer Institute for Toxicology and Experimental Medicine in Germany. At the date of this report, there are currently 23 xenon hyperpolariser units installed at these and several other leading research hospitals and the Group anticipates selling further units for research purposes during the course of the NDA review.

4.6 ***The Group's Suppliers***

The Group has entered into Master Service Agreements with two CROs in relation to the Phase III trial. Pharma Start LLC, doing business as Firma Clinical Research, managed the trials and oversaw the recruitment of patients for the trial. In addition, Icon Clinical Research Limited assisted with the medical imaging aspects of the trial.

The Group has a long-standing relationship with its strategic investor Nukem Isotopes GmbH ("Nukem"), a leading global supplier of ^{129}Xe, the isotope of xenon which is provided to the various gas blenders that in turn supply gas to the Group. It has a supply agreement with Nukem for ^{129}Xe.

In June 2020 the Group signed an agreement with Linde Gas North America LLC ("Linde"), in relation to the supply of the Group's drug product, a ^{129}Xenon gas blend. This agreement contains provision for the supply of bulk ^{129}Xe to be manufactured into the Active Pharmaceutical Product (API), ^{129}Xe, and for the blending, packaging, and distribution of its drug product under GMP.

The Group has an arrangement with the Blur Product Development ("Blur") to build its polariser systems in Blur's GMP facilities.

4.7 ***Current Trading and Prospects***

Trading of the Group since the Company's IPO continues to be in line with the Directors' expectations. The potential of the Group's technology enables the Directors to view the future with confidence ahead of receipt of the anticipated FDA-approval for its drug-device combination product and the exploitation of the addressable markets for the Group's technology.

4.8 ***Growth Strategy***

The Group estimates that in the short term it will generate additional revenue from the sale of hyperpolarisers to global research institutions and the Directors believe that the market for polarisers will grow as the technology gains wider acceptance as a tool for studying lung disease and for monitoring the effectiveness of therapeutics. At present, a number of major pharmaceutical companies are working with universities that are well known to the Group, regarding the use of HPX MRI technology to help guide clinical trials of developmental pharmaceutical products, which is raising awareness of the Group's technology and product range.

Upon receipt of FDA approval, the Group will adopt a traditional market entry strategy of building market awareness for its technology through key opinion leaders and a direct sales force to reach the key decision makers within its initial target market of large academic medical centres. In implementing this strategy, the Group benefits from approximately 1,000 journal articles on the use of hyperpolarised gas MRI that are currently published in peer-reviewed journals. Over time, as more research centres purchase the Group's equipment and begin clinical studies, an increasing number of peer reviewed scientific articles are likely to be published, further enhancing the Group's credibility and raising awareness of the Group's technology. The Group also intends to continue patenting and in-licensing hyperpolarised gas technology IP to protect its current position.

Following receipt of FDA clearance to market the technology, the Group's initial sales targets will be the radiology and pulmonary medicine departments of top academic hospital organisations in the US, who are opinion leaders in the use of new diagnostic technologies and their application in a clinical setting.

Subsequently, the Group will seek to expand its sales and marketing teams. Because of the specialty nature of the Group's products in the pulmonary specialist market, which is concentrated in approximately 1,000 medical centres, the Directors believe that a small specialty sales force can be deployed effectively at reasonable cost.

The Group may also choose to partner with companies that offer complementary products.

Furthermore, the Directors believe that the Group's products will benefit a number of clinical applications. While the Group's HPX MRI technology provides more specific information than currently available from existing lung diagnostic procedures (especially spirometry), the Group will focus its use on specific clinical conditions where the high accuracy of HPX MRI and greater cost are justified. The Directors do not believe that HPX MRI will replace low-cost spirometry as a general screening tool but believe that it should add value in more demanding clinical applications where HPX MRI addresses unmet diagnostic needs. These applications could include, but are not limited to, the following:

- the monitoring of COPD therapy, especially for the most severe cases;
- the management of cystic fibrosis;
- determining the optimal use of biologic therapy in chronic asthma
- a more efficient diagnosis of dyspnoea and the chronic cough;
- providing guidance for radiation therapy planning of lung cancer treatment;
- providing guidance for interventional pulmonology procedures including ablation and the placement of valves and stents;
- surgical procedure planning for lung transplant and volume reduction surgery;
- diagnosis of ILD and monitoring of ILD therapy;
- diagnosis of pulmonary vascular disease (PVD) including pulmonary arterial hypertension (PAH) and monitoring of therapy; and
- diagnosis and monitoring of long COVID patients.

The Directors have begun to develop relationships with a range of strategic partners and will evaluate opportunities which will enable the Group to address its target markets globally, either alone or in collaboration with a partner.

5. Intellectual Property ("IP")

The Group's technology has been developed in four areas: (i) hyperpolarising gas; (ii) assuring the quality of the hyperpolarised gas; (iii) using the polarised gas in MRI applications; and (iv) developing and producing specialised RF coils to improve signal-to-noise ratios ("**SNR**"). GE had put a comprehensive patent policy in place to protect its technology from potential competitors. The Group is now the sole

owner of this IP portfolio, which is based on 10 patent families, and when combined with the 7 patents that were previously owned by m2m, that were transferred to the Group following the m2m Merger, the Group's portfolio covers four broad types of patents:

- *imaging methods* – these cover the imaging of a subject, or patient, who has inhaled a hyperpolarised noble gas and the functionality of the gas as a contrast agent. Newly licensed technology from Duke University extends the protection over these patents through to the early 2030s;
- *hyperpolarisation methods* – these are polarimetry patents covering the methods by which noble gases are polarised and the methods by which the resulting polarised gas is isolated and delivered to patients. The latest of these patents expire in the early 2020s;
- *hyperpolarisation equipment* – these patents cover the multiple preferred mechanical design and automation elements of hyperpolarised equipment; and
- *RF coil patents* – these patents cover the use of cryogenics to improve RF coils SNR and image quality and may play an important part in the next generation of applications such as neurological, cardiac and oncology imaging.

Polarean is committed to proactively developing further IP, both internally and through licensing arrangements with third parties, as part of the Group's overall growth strategy. The third parties are likely to include the Group's key collaborative academic sites, such as Duke University, that are seeking to develop emerging applications and technologies. Because of the Group's extensive patent portfolio and leading market position, the Directors believe the Group is an attractive licensing partner for academic research institutions that are interested in out-licensing such IP. One such patent application (US15/120013), which is currently pending, relates to improving the overall efficiency of the hyperpolarisation process. This patent has also been exclusively licensed to the Group by Duke University. The Directors believe that this patent, now having been prosecuted successfully to issuance in a number of geographic jurisdictions worldwide, would enable the Group to protect methods for increasing the level of hyperpolarisation significantly, which could improve the competitive economics of the Group's products.

6. Principal Risks and Uncertainties

The principal risks and uncertainties facing the Group are detailed below:

Early stage of operations

The Group's operations are at an early stage of development and there can be no guarantee that the Group will be able to, or that it will be commercially advantageous for the Group to, develop its proprietary technology. Further, the Group currently has no positive operating cash flow and its ultimate success will depend on the Directors' ability to implement the Group's strategy, generate cash flow and access capital markets.

Principal mitigation

The Group has successfully advanced the ^{129}Xe technology for several years, including selling polarisers for the research market. The Group has been able to access capital required to continue to advance the technology.

Regulatory approvals and compliance

The Group will need to obtain various regulatory approvals (including FDA and European Medicines Agency ("EMA") approvals) and otherwise comply with extensive regulations regarding safety, quality and efficacy standards in order to market its future products. These regulations, including the time required for regulatory review, vary from country to country and can be lengthy, expensive and uncertain.

Principal mitigation

The Group utilises external specialists in regulatory affairs who consult with other experts to ensure that internal control processes and clinical trial designs meet current regulatory requirements. The Group also engages directly with regulatory authorities when appropriate.

Future funding requirements

The Group will need to raise additional funding or enter into a strategic partnership with industry partners to undertake work beyond that being funded by the £27 million (before expenses) 2021 fundraising. There is no certainty that this will be possible at all or on acceptable terms.

Principal mitigation

The Group successfully engaged with investors to generate significant cash resources to date, including the 2021 financing that raised £27 million, before expenses. The Group's management team expects that continued access to capital markets, or other access to capital, will be required to support the Group through regulatory approval and initial commercialisation efforts in the US. See Going Concern discussion below.

Dependence on key personnel

The success of the Group, in common with other businesses of a similar size, will be highly dependent on the expertise and experience of the Directors and key employees. However, the retention of such key personnel cannot be guaranteed. Should key personnel leave the Group's business, prospects, financial condition or results of operations may be materially adversely affected.

Principal mitigation

The Group's recruitment processes are designed to identify and attract the best candidates for specific roles. The Group aims to provide competitive rewards and incentives to staff and directors.

Intellectual property and proprietary technology

No assurance can be given that any current or future patent applications will result in granted patents, that the scope of any patent protection will exclude competitors or provide competitive advantages to the Group, that any of the Group's patents will be held valid if challenged or that third parties will not claim rights in or ownership of the patents and other proprietary rights held by the Group.

Principal mitigation

The Group has a long-standing track record of IP generation and successful applications and has a long-standing relationship with our patent attorney who has a deep understanding of our technology. The Group actively manages its IP, engaging with specialists to apply for and defend IP rights in appropriate territories.

Technology and products

The Group is a developer and service provider for noble gas ^{129}Xe devices and ancillary instruments with a special focus on pulmonary imaging. The development and commercialisation of its proprietary technology and future products, which are in early stages of development, will require multiple series of clinical trials and there is a risk that safety and efficacy issues may arise when the products are tested. There is also a risk that there will be delays to the development of the products or that unforeseen technical problems arise as the Group's technology becomes increasingly automated. These risks are common to all new medical products and there is also a risk that the clinical trials may not be successful.

Principal mitigation

The Group has a depth of knowledge and experience in the area of medical devices development for the high-resolution medical imaging market. The Group also utilises external experts to supplement their knowledge in critical areas such as safety, manufacturing and software development.

Research and development risk

The Group will be operating in the life sciences and medical device development sector and will look to exploit opportunities within that sector. The Group will therefore be involved in complex scientific research and industry experience indicates that there may be a very high incidence of delay or failure to produce results. The Group may not be able to develop new products or to identify specific market needs that can be addressed by technology solutions developed by the Group.

Principal mitigation

The Group has a depth of knowledge and experience in the area of medical devices development for the high-resolution medical imaging market. The Group also utilises external experts to supplement their knowledge in critical areas such as conducting clinical trials and regulatory affairs.

Competition

The Group notes that several start-ups operating in the CT software space have begun efforts to commercialise products which represent to characterise lung ventilation. These technologies use ionising radiation, whereas the Group's technology does not. In addition, these technologies are unable to further assess gas exchange, red blood cell transport, nor microvascular haemodynamics.

Principal mitigation

The Group believes that these emerging technologies validate the unmet need for the use of imaging in assessing pulmonary function. However, their use of ionising radiation, combined with their inability to assess comprehensive pulmonary function will render their utility limited and the Directors see no effect on the current market expectations of Polarean.

Reliance on third parties

The business model for the Group anticipates that it will have limited internal resources over the next few years and that it will use third party providers wherever possible to conduct the research, development, registration, manufacture, marketing and sales of its proposed products. The commercial success of the Group's products will depend upon the performance of these third parties.

Principal mitigation

The Group seeks experts in the areas where it utilises outsourcing. Wherever possible, the Group seeks to have duplicate suppliers to lessen the reliance on a particular vendor.

Manufacturing

There can be no assurance that the Group's proposed products will be capable of being manufactured in commercial quantities, in compliance with regulatory requirements and at an acceptable cost. The Group outsources the manufacture of the raw materials and finished products required in connection with the research, development and commercial manufacture of its proposed products and, as such, is wholly dependent upon third parties for the provision of adequate facilities and raw material supplies. ^{129}Xe, the specific isotope of xenon which is the active ingredient in the Group's drug-device product, is available from a limited number of suppliers and there can be no assurance that adequate supplies of this material at acceptable cost can be obtained. In addition, where the Group is dependent upon third parties for manufacture, its ability to procure the manufacture of the drug-device in a manner which complies with regulatory requirements may be constrained, and its ability to develop and deliver such products on a timely and competitive basis may be adversely affected.

Principal mitigation

The Group has designed the manufacturing process to be scalable and has internal experts who train the outside vendors. The Group has established relationships with two ^{129}Xe suppliers to mitigate the risk that ^{129}Xe supply will be a limitation to the development and commercialisation of its products. In addition, the Group has established a relationship with a GMP outside polariser manufacturer.

Product development timelines

Product development timelines are at risk of delay, particularly since it is not always possible to predict what the FDA will require for approval of the NDA. There is a risk therefore that product development could take longer than presently expected by the Directors. If such delays occur the Group may require further working capital. The Directors shall seek to minimise the risk of delays by careful management of projects.

Principal mitigation

The Group utilises consultants who are experts in preparing and filing NDAs in the US. The Group continues to utilise these experts as the FDA reviews the NDA resubmission.

General legal and regulatory issues

The Group's operations are subject to laws, regulatory restrictions and certain governmental directives, recommendations and guidelines relating to, amongst other things, occupational safety, laboratory practice, the use and handling of hazardous materials, prevention of illness and injury, environmental protection and animal and human testing. There can be no assurance that future legislation will not impose further government regulation, which may adversely affect the business or financial condition of the Group.

Principal mitigation

The Group consults experts for advice in areas such as occupational safety, laboratory practice and human testing.

Healthcare pricing environment

In common with other healthcare products companies, the ability of the Group and any of its licensees or collaborators to market its products successfully depends in part on the extent to which reimbursement for the cost of such products and related treatment will be available from government health administration authorities, private health coverage insurers and other organisations.

Principal mitigation

The Group is consulting with several experts in the field of reimbursement for healthcare products in the US to determine the best strategy for accessing adequate reimbursement for its products.

7. Section 172 statement

As required by section 172 of the Companies Act 2006 (the "Act"), a director of a company must act in the way he or she considers, in good faith, would likely promote the success of the company for the benefit of the shareholders. In doing so, the director must have regard, amongst other matters, to the following issues:

- the likely consequences of any decisions in the long term;
- the interests of the company's employees;
- the need to foster the company's business relationships with suppliers/customers and others;
- the impact of the company's operations on the community and environment;
- the company's reputation for high standards of business conduct; and
- the need to act fairly between members of the company.

The information required by section 172 of the Act is included in the Strategic Report on page 11, the Directors Report on pages 17 to 21 and the Corporate Governance Statement on pages 22 to 28.

Kenneth West
Non-Executive Chairman

17 May 2022

Directors' Report

The Directors present their report on the affairs of Polarean Imaging plc (the "Company") and its subsidiaries, referred to as the Group, together with the audited Financial Statements and Independent Auditors' Report for the year ended 31 December 2021.

Principal activities

The main activity of the Group is a drug-device manufacturer and service provider for noble gas polariser devices, its proprietary 129Xe drug and ancillary instruments with a special focus on pulmonary imaging.

Results and dividends

During the year ended 31 December 2021 the Group recorded a loss after tax of US$14,016,004 (2020: US$6,534,523) and a net cash outflow from operating activities of US$12,250,468 (2020: US$5,794,698).

The Directors do not recommend the payment of a dividend (2020: US$Nil).

Going concern

In considering the appropriateness of this basis of preparation, the Directors have reviewed the Group's 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, they continue to adopt the going concern basis of accounting in preparing this financial information.

Future developments

The Company's future developments are outlined in the Strategic Report on page 7.

Research design & development

Research and development ("R&D") is performed by employees of the company and through collaborative efforts with academic researchers. The Group is committed to increasing its R&D budget to meet anticipated market demands for additional technology. In addition, the company also in-licenses technology from collaborative academic institutions. Details of R&D carried out during the year are contained in the Strategic Report.

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 7 to 16 and in note 26 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 year 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 29 of the financial statements.

Directors' Report (continued)

Directors		*Resigned/Appointed*
Kenneth West	Non-Executive Chairman	–
Richard Hullihen	Chief Executive Officer	–
Charles Osborne	Chief Financial Officer	Appointed 22 February 2021
Bastiaan Driehuys, PH.D.	Chief Technology Officer	–
Jonathan Allis, PH.D.	Non-Executive Director	Resigned 4 May 2022
Daniel Brague	Non-Executive Director	Appointed 4 May 2022
Jurgen Laucht	Non-Executive Director	–
Cyrille Petit	Non-Executive Director	–
Frank Schulkes	Non-Executive Director	Appointed 13 April 2022

Kenneth West was a Non-Executive Director until 4 May 2022, when he assumed the responsibilities of Non-Executive Chairman. Jonathan Allis was Non-Executive Chairman until 4 May 2022, when he resigned from the Board.

Frank Schulkes was also appointed as Chair of the Audit Committee on 13 April 2022.

Daniel Brague was also appointed as Chair of the Remuneration Committee on 4 May 2022.

Directors' emoluments

2021	*Salary, Fees & Bonus US$*	*Benefits US$*	*Share-Based Payments US$*	*Total US$*
Executive Directors				
Bastiaan Driehuys	43,250	–	69,406	112,656
Richard Hullihen	334,248	14,270	209,488	558,006
Charles Osborne	301,007	14,408	100,512	415,927
Non-Executive Directors				
Jonathan Allis	85,000	–	94,943	179,943
Juergen Laucht	48.250	–	69,406	117,656
Cyrille Petit	43,250	–	85,122	128,372
Kenneth West (Note A)	38,250	–	89,835	128,085
Total	**893,255**	**28,678**	**718,712**	**1,640,645**

Note A: Kenneth West was appointed a Non-Executive Director on 23 December 2020.

2020	*Salary, Fees & Bonus US$*	*Benefits US$*	*Share-Based Payments US$*	*Total US$*
Executive directors				
Bastiaan Driehuys	50,000	–	9,043	59,043
Richard Hullihen	281,187	12,363	36,136	329,686
Kenneth West	115,031	8,901	34,826	158,758
Non-Executive Directors				
Richard Morgan (Note B)	9,583	–	9,043	18,626
Jonathan Allis	77,083	–	9,043	86,126
Robert Bertoldi (Note B)	4,583	–	9,043	13,626
Juergen Laucht	55,000	–	9,043	64,043
Cyrille Petit	29,167	–	–	29,167
Total	**621,634**	**21,264**	**116,177**	**759,075**

Note B: Mr. Morgan and Mr. Bertoldi resigned from the Board in February 2020.

Directors' Report (continued)

Directors' interests

The Directors who held office at 31 December 2021 had the following direct interest in the ordinary shares of the Company at 31 December 2021.

Directors' beneficial interests in shares of the Company:

	2021 Number	*2021 %*	*2020 Number*	*2020 %*
Richard Hullihen	3,201,959	1.5	2,928,899	1.8
Kenneth West	475,594	0.2	475,594	0.3
Bastiaan Driehuys	12,267,503	5.9	12,267,503	7.5
Jonathan Allis	2,743,129	1.3	2,433,129	1.5
Cyrille Petit	584,000	0.3	350,000	0.0

The shareholdings noted above include those shares held by connected persons of the individual director.

Directors' beneficial interests in options to subscribe for additional shares of the Company:

	2021 Number	*2020 Number*
Richard Hullihen	3,135,440	2,135,440
Kenneth West	2,263,218	1,913,218
Bastiaan Driehuys	1,686,000	1,336,000
Jonathan Allis	1,034,400	534,400
Juergen Laucht	884,400	534,400
Cyrille Petit	500,000	–
Charles Osborne	1,700,000	–

Directors' beneficial interests in warrants to subscribe for additional shares of the Company:

	2021 Number	*2020* Number
Bastiaan Driehuys	148,456	148,456
Kenneth West	2,801,084	–

The warrants issued to Bastiaan Driehuys have an exercise price of US$0.00037. The warrants issued to Kenneth West have an exercise price of between US$0.0041 and US$0.0075. The warrant holdings noted above include those warrants held by connected persons of the individual director.

The options and warrants holdings noted above include those shares held by connected persons of the individual director.

(On a fully diluted basis)	*Number of shares at 31 December 2021*	*% held at 31 December 2021*
Richard Hullihen	3,201,959	1.5
Kenneth West	475,594	0.2
Bastiaan Driehuys	12,267,503	5.9
Jonathon Allis	2,743,129	1.3
Cyrille Petit	584,000	0.3

Directors' Report (continued)

Share option schemes

In order to provide incentive for the management and key employees of the Group, the Company awards share options. The Directors defined a new plan in 2018 and implemented it. The existing options granted prior to the merger were converted to options in Polarean Imaging plc.

Substantial Shareholders

As well as the Directors' interests reported above, the following interests of 3.0% and above as at 28 February 2022 were as follows:

Name	*No of issued Ordinary Shares*	*% held*
Amati AIM VCT plc	25,114,469	11.98
Bracco Imaging S.p.A.	16,388,888	7.82
Hargreaves Lansdown	13,434,964	6.41
Bastiaan Driehuys	12,267,503	5.85
NUKEM Isotopes GmbH	11,523,462	5.50
Chelverton UK Equity Growth Fund	9,425,000	4.50
Tyndall Investment Management	8,189,478	3.91
Canaccord Genuity Wealth Management (Inst)	7,111,877	3.39

Corporate 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.

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.

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

The Act requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK-adopted International Accounting Standards (IFRS) and applicable law.

Directors' Report (continued)

In accordance with the Act, 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 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 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 Group and enable them to ensure that the financial statements comply with the Act. They are also responsible for safeguarding the assets of the Group 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 Polarean Imaging 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.

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 re-appoint the firm as Auditor and authorising the Directors to set their remuneration will be proposed at the forthcoming Annual General Meeting.

Kenneth West
Non-Executive Chairman

17 May 2022

Corporate Governance Statement

As Chairman of the Board of Directors of Polarean Imaging Plc ("Polarean", or the "Company/Group" as the context requires), it is my responsibility to ensure that Polarean has both sound corporate governance and an effective board of directors ("Board"). As Chairman of the Company, my responsibilities include leading the Board effectively, overseeing the Company's corporate governance model, communicating with shareholders, and ensuring that good information flows freely between the Executive and Non-Executive Directors in a timely manner. My leadership of the Board is undertaken in a manner which ensures that the Board retains integrity and effectiveness and includes creating the right Board dynamic and ensuring that all important matters, in particular strategic decisions, receive adequate time and attention at Board meetings.

It is the Board's job to ensure that Polarean is managed for the long-term benefit of all shareholders, with effective and efficient decision-making. Corporate governance is an important part of that role, reducing risk and adding value to our business.

The Directors of Polarean recognise the value of good corporate governance in every part of its business. As Polarean is an AIM-listed company, it is required to adopt a recognised corporate governance code and disclose how it complies with that code and, to the extent Polarean departs from the corporate governance provisions outlined by that code, it must explain its reasons for doing so. The Directors have adopted the requirements of the Quoted Companies Alliance's Corporate Governance Code (the "QCA Code"), to the extent that they consider it appropriate having regard to the Company's size, board structure, stage of development and resources.

The Board considers that compliance with the QCA Code will enable us to serve the interests of all our key stakeholders, including our shareholders, and will promote the maintenance and creation of long-term value in the Company. This report describes our approach to governance, including information on relevant policies, practices and the operation of the Board and its Committees. Additional detail on how the company has applied the QCA code is also provided in the corporate governance section of our website http://www.polarean-ir.com/content/investors/governance.asp. Any areas of non-compliance with the QCA Code are also explained.

Polarean seeks to constantly improve its corporate governance practices. Prior to the Company listing in March 2018, the Company implemented certain governance related measures including the formation of the Company's Audit and Remuneration Committees, and the adoption of a Share Dealing Code.

Key governance changes that occurred in the year included the appointment of Cyrille Petit as Audit Committee Interim Chairman and Stifel Nicolaus Europe Limited being appointed as nominated advisor and broker. Since the period end, Kenneth West assumed the responsibilities of Non-Executive Chairman of the Board. Frank Schulkes and Daniel Brague were appointed to the Board of Directors. Frank Schulkes has been appointed as the Chair of the Audit Committee and Daniel Brague has also been appointed as Chair of the Remuneration Committee.

Strategy, Risk Management and Responsibility

A description of the Company's business model and strategy can be found on pages 7 to 12 in the Strategic Report, and the key challenges in their execution can be found on pages 13 to 16 under "Principal Risks and Uncertainties".

The Board is responsible for the monitoring of financial performance against budget and forecast and the formulation of the Group's risk appetite including the identification, assessment and monitoring of Polarean's principal risks. The Board recognises the need for an effective and well-defined risk management process and it oversees and regularly reviews the current risk management and internal control mechanisms.

Corporate Governance Statement (continued)

The Board has overall responsibility for identifying, monitoring and reviewing the Company's risks, and assessing the systems of external control for effectiveness. The Executive Directors report any new or changed risks, and any changes in risk management or control to the Board. The Board discusses all business matters having regard to the risks for the Group and to the extent that risks inherent in a particular activity are considered significant, appropriate action is taken and steps taken to mitigate the issue. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

The Board is satisfied that the procedures in place meet the particular needs of the Group in managing the risks to which it is exposed. The Board is satisfied with the effectiveness of the system of internal controls, but by their very nature, these procedures can provide reasonable, not absolute, assurance against material misstatement or loss. During the review period, the Board delegated responsibility to the Audit Committee for ensuring that the Company's management reviews, monitors and reports on the integrity of the consolidated financial statements of the Company and related financial information. During the review period, the Audit Committee comprised Juergen Laucht and Cyrille Petit.

It meets as required and specifically to review the Interim Report and Annual Report, and to consider the suitability and monitor the effectiveness of internal control processes. Subsequent to the review period, Frank Schulkes was appointed as the Chairman of the Audit Committee following his appointment to the Board. Following Mr Schulkes' appointment, the Board now considers the Company to have a fully constituted Audit Committee.

The Audit Committee reviews the findings of the external auditor and reviews accounting policies and material accounting judgements. The independence and effectiveness of the external auditor is reviewed annually. The possibility of undertaking an audit tender process is considered on a regular basis. In addition, the Audit Committee meets at least once year with the auditor to discuss their independence and objectivity, the Annual Report, any audit issues arising, internal control processes, appointment and fee levels and any other appropriate matters. Based on the above, there will be no Audit Committee Report outlined in this Annual Report. The Company has strict segregation of duties and authority controls which are reviewed annually by the auditors.

The Board currently takes the view that an internal audit function is not considered necessary or practical due to the size of the Group, its business and assets, and the close day-to-day control exercised by the executive directors. The Board is satisfied that the systems and procedures currently employed provide sufficient assurance that a sound system of internal controls are in place, which safeguards the shareholders' investment and the Group's assets. However, the Board will continue to monitor the need for an internal audit function.

The Board is responsible for the Group's system of internal control and for reviewing its effectiveness. Such a system is designed to manage rather than eliminate risk of failure to achieve the business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. The Company's current system of internal financial control comprises those controls established to provide reasonable assurance of:

- The safeguarding of assets against unauthorised use or disposal; and
- The maintenance of proper accounting records and the reliability of financial information used within the business and for publication.

The key procedures of internal financial control of the Group are as follows:

- The Board reviews and approves budgets and monitors performance against those budgets on a monthly basis; and
- The Group has clearly defined reporting and authorisation on procedures relating to the key financial areas.

The recent global COVID-19 pandemic has resulted in increased risks within the global economy. The extent of the effect of the virus, including its long-term impact, remains uncertain and the Company continues to monitor the situation.

Corporate Governance Statement (continued)

The Board

During the review period, the Board comprised of Jonathan Allis (Non-Executive Chairman), Richard Hullihen (CEO), Charles Osborne (CFO) Bastiaan Driehuys (CTO), Juergen Laucht (NED), Cyrille Petit (NED) and Kenneth West (NED). The Board is supported by the Company Secretary, Stephen Austin. Subsequent to the review period, Kenneth West has been appointed as the Non-Executive Chairman of the Board with Jonathan Allis stepping down from the Board. Frank Schulkes and Daniel Brague have been appointed as NEDs. The biographical details of the Directors of the Company are set out on the Company's website: http://www.polarean-ir.com/content/investors/board.asp.

The Board meets regularly and is responsible for the Group's corporate strategy, monitoring financial performance, approval of capital expenditure, treasury and risk management policies. Board papers are sent out to all Directors in advance of each Board meeting including management accounts and accompanying reports from those responsible.

The Directors believe that the Board, as a whole, has a broad range of commercial and professional skills, enabling it to discharge its duties and responsibilities effectively and that the Non-Executive Directors, together, have a sufficient range of experience and skills to enable them to provide the necessary guidance, oversight and advice for the Board to operate effectively. All Directors are encouraged to use their independent judgement and to challenge all matters, whether strategic or operational.

Frank Schulkes and Daniel Brague are the Company's two independent Non-Executive Directors. The guidance in the QCA Code is for a company to have at least two independent Non-Executive Directors.

The Board will seek to take into account any Board imbalances for future nominations. The Company is committed to a culture of equal opportunities for all employees regardless of gender. The Board aims to be diverse in terms of its range of culture, nationality and international experience.

Given the current phase of Polarean's life cycle, the Board has determined that it is not practicable to set measurable objectives for achieving gender diversity. It is the Board's intention as the size and complexity of the Company grows, to set and aim to achieve gender diversity objectives pursuant to a defined diversity policy.

All of the Executive Directors work full time for the Company. The Chairman is expected to devote the necessary amount of time to comprehensively fulfil the duties of the role, and in any case not less than 52 days per annum, and the Non-Executive Directors are each expected to dedicate not less than 15 days per annum to the Company's affairs. The time commitment required by the Group is an overriding principle that each Director will devote as much time as is required to carry out the roles and responsibilities that the Director has agreed to take on.

The Non-Executive Directors receive a fee for their services as a director which is approved by the Board, being mindful of the time commitment and responsibilities of their roles and of current market rates for comparable organisations and appointments. In addition, Non-Executive Directors are also reimbursed for travelling and other incidental expenses incurred on Group business.

Executive and Non-Executive Directors are subject to re-election intervals as prescribed in the Company's articles of association. At each Annual General Meeting one-third of the Directors, who are subject to retirement by rotation shall retire from office. They can then offer themselves for re-election. The letters of appointment of all Non-Executive Directors are available for inspection at the Company's registered office during normal business hours. The Executive Directors are employed under service contracts requiring six months' notice by either party. Non-Executive Directors and the Chairman receive payments under appointment letters which are terminable by three months' notice by either party.

Corporate Governance Statement (continued)

There were nine scheduled board meetings held during 2021. The table below sets out attendance statistics for each Director at Board and, where relevant, Committee meetings held during the financial year.

Director	*Board (9 meetings held)*	*Audit Committee (2 meetings held)*	*Remuneration Committee (1 meeting held)*
Richard Hullihen	9/9		
Kenneth West	8/9		
Bastiaan Driehuys	8/9		
Jonathan Allis	6/9		1/1
Juergen Laucht	9/9	2/2	1/1
Cyrille Petit	9/9	2/2	1/1
Charles Osborne	9/9		

The Board, as a whole, is responsible for the overall management of the Group and for its strategic direction, including approval of the Group's strategy, its annual business plans and budgets, the interim and full year financial statements and reports, any dividend proposals, the accounting policies, major capital projects, any investments or disposals, its succession plans and the monitoring of financial performance against budget and forecast and the formulation of the Group's risk appetite including the identification, assessment and monitoring of the Group's principal risks. In accordance with best practice, Polarean has adopted a formal schedule of Matters Reserved for the Board. These are reviewed annually, and any items not included within the schedule are delegated to the management team.

In order to discharge their duties effectively, the Board uses third parties to advise the Directors of their responsibilities including receiving advice from the Company's external lawyers. The Board reviews the appropriateness and opportunity for continuing professional development in order to keep each Director's skillset up-to-date. In addition to their general Board responsibilities, Non-Executive Directors are encouraged to be involved in specific workshops or meetings, in line with their individual areas of expertise. The Board shall review annually the appropriateness and opportunity for continuing professional development, whether formal or informal. All Directors have received AIM Rules and Directors Responsibilities training provided by the nominated advisor and are encouraged to undertake any ongoing training they feel they require to assist with the commission of their role on the Board.

Polarean's Company Secretary, Stephen Austin, is responsible for ensuring that Board procedures are followed and that the Company complies with all applicable rules, regulations and obligations governing its operation, as well as helping the Chairman maintain excellent standards of corporate governance. There are processes in place enabling Directors to take independent advice at the Company's expense in the furtherance of their duties, and to have access to the advice and services of the Company Secretary.

Board Committees

Certain Board responsibilities are delegated to committees who fulfil these functions in line with the terms of references established by the Board.

Audit Committee

During the review period the Audit Committee comprised Juergen Laucht and Cyrille Petit (Interim Chairman). The Audit Committee's responsibilities during the review period included ensuring that the financial performance, position and prospects for the Group were properly monitored, controlled and reported and specifically to review the Interim Report and Annual Report, and to consider the suitability and monitor the effectiveness of internal control processes. The Committee held 2 meetings during the year.

As outlined above, subsequent to the review period, Frank Schulkes was appointed as the Chairman of the Audit Committee following his appointment to the Board. Following Mr Schulkes' appointment, the Board now considers the Company to have a fully constituted Audit Committee.

Corporate Governance Statement (continued)

Remuneration Committee

During the review period, the remuneration committee comprised Bastiaan Driehuys and Juergen Laucht and was chaired by Jonathan Allis. The purpose of the Remuneration Committee is to ensure that the Executive Directors and other employees are fairly rewarded for their individual contribution to the overall performance of the Group. The Committee considers and recommends to the Board the remuneration of the Executive Directors and is kept informed of the remuneration packages of senior staff and invited to comment on these. There was one meeting during 2021. The Board retains responsibility for overall remuneration policy. Executive remuneration packages are designed to attract and retain executives of the necessary skill and calibre to run the Group. The Remuneration Committee recommends to the Board the remuneration packages by reference to individual performance and uses the knowledge and experience of the Committee members, published surveys relating to AIM companies, the medical imaging and contrast agents' industries and market changes generally. The Remuneration Committee has responsibility for recommending any long-term incentive schemes. No Director is responsible for setting their own remuneration. A report by the Chairman of the Remuneration Committee is included on pages 29 and 30.

As outlined above, subsequent to the review period, Daniel Brague was appointed as the Chairman of the Remuneration Committee following his appointment to the Board. As such, the Remuneration Committee now comprises Daniel Brague (Chairman), Bastiaan Driehuys and Juergen Laucht.

Nomination Committee

The Company does not currently have a Nomination Committee, as the Board does not consider it appropriate to establish such a committee at this stage of the Company's development. Decisions which would usually be taken by the nomination committee, such as appointments to the Board, will be taken by the Board as a whole. The Board will monitor on an ongoing basis the need for a formal Nominations Committee. The Chairman and the Board continue to monitor and evolve the Company's corporate governance structures and processes, and maintain that these will evolve over time, in line with the Company's growth and development.

Advisors

The Board has regular contact with its advisors to ensure that it is aware of changes to generally accepted corporate governance procedures and requirements and that the Group remains, at all times, compliant with applicable rules and regulations. The Company holds appropriate insurance cover in respect of possible legal action against its Directors. The Company's nominated advisor supports the Board's development, specifically providing guidance on corporate governance and other regulatory matters, as required. All Directors may receive independent professional advice at the Group's expense, if necessary, for the performance of their duties.

Board Performance Evaluation

Formal internal evaluation of the Board, its Committees and individual directors is seen as an important next step in the development of the board. Going forward, this will be undertaken on annual basis in the form of peer appraisal, questionnaires and discussions to determine the effectiveness and performance in various areas as well as the directors' continued independence. The criteria against which effectiveness is considered will be aligned to the strategy of the Group and management forecasts and budgets that are already in place.

The purpose of such an evaluation will be to ensure that its members collectively function in an efficient manner, focusing more closely on defined objectives and targets for improving performance, as well as reviewing the effectiveness of each Committee.

During frequent Board meetings/calls, the Directors discuss areas where they feel a change would be beneficial for the Company, and the Company Secretary remains on hand to provide advice.

Corporate Governance Statement (continued)

Culture

The Board recognises that their decisions regarding strategy and risk will impact the corporate culture of the Group as a whole and that this will impact the performance of the Group. The Board is very aware that the tone and culture set by the Board will greatly impact all aspects of the Group as a whole and the way that employees behave. A large part of the Group's activities are centered upon addressing customer and market needs. Therefore, the importance of sound ethical values and behaviour is crucial to the ability of the Group to successfully achieve its corporate objectives.

The Board places great importance on this aspect of corporate life and seeks to ensure that this flows through all that the Group does. The Board assessment of the culture within the Group at the present time is one where there is respect for all individuals, there is open dialogue within the Group and there is a commitment to provide the best service possible to all the Group's key customers.

The Company operates in a manner that encourages an open and respectful dialogue with employees, customers and other stakeholders and the Board considers that sound ethical values and behaviour are crucial to the ability of the Company to achieve its corporate objectives. The Group is committed to the highest standards of personal and professional ethical behaviour, and this must be reflected in every aspect of the way in which the Company operates. The Board places great importance on this aspect of corporate life and seeks to ensure that this flows through all that the Company does.

The Directors consider that at present the Group has an open culture facilitating comprehensive dialogue and feedback and enabling positive and constructive challenge. The Executive Directors regularly meet with senior management and discuss staff well-being, development and staff feedback. Employees are encouraged to engage directly with Directors, and the Group seeks to promote Group values and behaviour through a top-down approach.

The Board understands that the nature of its market, including high-end academic research universities and hospitals, brings with it a level of public scrutiny in procurement. As such, the Board ensures there is the utmost transparency and accessibility from the Board and external advisors that oversee the Group's activities.

Anti-Bribery Policy

The Group takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings and relationships wherever they occur. The Group implements effective systems to counter bribery and corruption and as part of this it has adopted an anti-bribery and anti-corruption policy. The policy provides guidance to those working for the Group on how to recognise and deal with bribery and corruption issues and the potential consequences and applies to all persons working for the Group or on its behalf in any capacity, including employees at all levels, directors, officers, consultants and agents.

Share Dealing

The Group has a Share Dealing Code, which will apply to any person discharging management responsibility, including the Directors and members of the senior management team and any closely associated persons and applicable employees.

The Share Dealing Code imposes restrictions beyond those that are imposed by law (including by Financial Services and Markets Act 2000 and the Market Abuse Regulation (EU) No.596/2014 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 and other relevant legislation) and its purpose is to ensure that persons discharging managerial responsibility and persons connected with them do not abuse, and do not place themselves under suspicion of abusing, price-sensitive information that they may have or be thought to have, especially in periods leading up to an announcement of both financial results and the results of the Group's clinical trials. The Share Dealing Code sets out a notification procedure which is required to be followed prior to any dealing in the Company's securities.

Corporate Governance Statement (continued)

Communication with Shareholders

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders in order to maintain good investor relations and seeks, wherever possible to attain a relationship of mutual understanding with both institutional and private client investors.

As such, Polarean takes a proactive approach to investor relations initiatives with ongoing support from Walbrook PR Limited, the Group's financial PR advisors. These investor relations initiatives include (but are not limited to):

- shareholder events in London and elsewhere;
- the use of social media, in accordance with the Group's Social Media Policy, and the Company's website; and
- interviews with platforms such as Proactive Investors around key developments.

Institutional shareholders and analysts have the opportunity to discuss issues and provide feedback at meetings with the Company. In normal circumstances, attendance is actively encouraged for the Company's Annual General Meeting and any other General Meetings which are held throughout the year.

The corporate governance arrangements that the Board has adopted are designed to ensure that the Company delivers long-term value to its shareholders and that shareholders are able to express their views and expectations for the Company in a manner that encourages open dialogue with the Board.

Remuneration Committee Report

Dear Shareholder,

As the Chairman of Polarean's Remuneration Committee, I present my Remuneration Committee Report for the year ended 31 December 2021, which has been prepared by the Committee and approved by the Board.

The Remuneration Committee is responsible for determining the remuneration policy for the Executive Directors, and for overseeing the Company's long-term incentive plans. The Board as a whole is responsible for determining Non-Executive Directors' remuneration. The Committee will continue to monitor market trends and developments in order to assess those relevant for the Group's future remuneration policy.

Remuneration policy for 2021 and future years

The Remuneration Committee determines the Company's policy on the structure of Executive Directors' and if required, senior management's remuneration. The objectives of this policy are to:

- Reward Executive Directors and senior management in a manner that ensures that they are properly incentivised and motivated to perform in the best interests of shareholders;
- Provide a level of remuneration required to attract and motivate high-calibre Executive Directors and senior management of appropriate calibre;
- Encourage value creation through consistent and transparent alignment of incentive arrangements with the agreed company strategy over the long term; and
- Ensure the total remuneration packages awarded to Executive Directors, comprising both performance-related and non-performance-related remuneration, is designed to motivate the individual, align interests with shareholders and comply with corporate governance best practice.

Objectives and Responsibilities

The Remuneration Committee's main responsibilities can be summarised as follows:

- To determine the framework or broad policy for the remuneration of the Chairman, the Executive Directors, and such other senior executives as it is requested by the Board to consider. The remuneration of Non-Executive Directors shall be a matter for the Chairman and the Executive Directors of the Board. No Director shall be involved in any decisions as to their own remuneration;
- To determine such remuneration policy, taking into account all factors which it deems necessary (including relevant legal and regulatory requirements);
- To review the ongoing appropriateness and relevance of the remuneration policy, including policy comparisons with market competitors;
- To design and determine targets for any performance related pay schemes operated by the Company and approving the total annual payments made under such schemes;
- To review the design of, and any changes to, all share incentive plans;
- To advise on any major changes in employee benefits structures throughout the Company;
- To review the structure, size and composition of the Board, including the skills, knowledge and experience;
- To give full consideration to succession planning;
- To recommend new Board appointments; and
- To consider any matter specifically referred to the Committee by the Board.

Remuneration Committee Report (continued)

Remuneration Policy for Non-Executive Directors

During the reporting period, Cyrille Petit, Juergen Laucht, Kenneth West and I each received a fee for our services as Directors, which had been approved by the Board, and takes into account the time commitment and responsibilities of our roles and the current market rates for comparable organisations and appointments.

Remuneration decisions for 2021

Bonuses payable for the year ended 31 December 2021 totalled US$375,861 (2020: US$204,382).

Remuneration Committee Effectiveness

The Committee is due to perform a self-assessment of its effectiveness during the second half of 2022.

Further information on Directors' remuneration, including Directors' emoluments, share options and warrants holdings can be found in the Directors' Report on pages 17 to 21.

Jonathan Allis
Chairman of the Remuneration Committee

17 May 2022

Independent Auditors' report to the members of Polarean Imaging plc

Opinion

We have audited the financial statements of Polarean Imaging plc (the "Parent Company") and its subsidiaries (the "Group") for the year ended 31 December 2021, which comprise:

- the Group statement of comprehensive income for the year ended 31 December 2021;
- the Group and parent company statements of financial position as at 31 December 2021;
- the Group and parent company statements of changes in equity for the year then ended;
- the Group and parent company statements of cash flows for the year then ended; and
- the notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and UK adopted International Accounting Standards (IFRS) and, as regards the parent company, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of Parent Company's affairs as at 31 December 2021 and of the Group's loss for the year then ended;
- the Group's financial statements have been properly prepared in accordance with IFRS;
- the Parent Company financial statements have been properly prepared in accordance with IFRS as applied in accordance with the provisions of the Companies Act 2006; 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 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's and Parent Company's ability to continue to adopt the going concern basis of accounting included an assessment of the appropriateness of the approach, assumptions and arithmetic accuracy of the model used by management when performing their going concern assessment for a period of at least 12 months from the date of the approval of the financial statements. We challenged 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.

Independent Auditors' report to the members of Polarean Imaging plc (continued)

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 ability of the Group or Parent Company 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.

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 US$420,000 (2020: US$320,000), which represents approximately 3% (2020: 5%) of the Group's operating loss. 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 performance materiality to be US$295,000 (2020: US$225,000).

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and directors' remuneration.

We determined materiality for the Company financial statements as a whole was set at US$200,000 (2020: US$160,000) and its performance materiality to be US$140,000 (2020: US$112,000).

We agreed with the Audit Committee to report to it all identified errors in excess of US$13,000 (2020: US$10,000). Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit

Polarean Imaging plc and its subsidiaries are accounted for from one operating location in North Carolina, USA. Our audit was conducted from the UK and the USA using a local sub-contractor as part of our audit team under our direction and supervision. All Group companies were within the scope of our audit testing.

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. 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.

Independent Auditors' report to the members of Polarean Imaging plc (continued)

Key audit matter – financial statements of the Group	How the scope of our audit addressed the key audit matter
Carrying value of intangible assets At the reporting date the carrying value of intangible assets, comprising patents, in the financial statements of the Group was US$2million (2020: US$2.4million). This represented approximately 6% of the assets of the Group at that date. Our audit risk focuses on the risk that intangible assets may be impaired. Intangible assets are detailed in note 12. The accounting policy is documented in note 3	We considered with management whether any indications of impairment existed. This includes considering the remaining lives of patents, the existence of any indication of technical obsolescence of technology and manufacturing processes, management's future plans for the business, the ability of the business to continue to raise new investment and the market capitalisation of the Group.
Carrying value of investments in subsidiaries and amounts receivable from subsidiaries At the reporting date the carrying value of investments in subsidiaries in the financial statements of the parent company was US$4.3million (2020: US$4.3million) and amounts receivable from subsidiaries was US$53.8million (2020: US$20.4million). This represented approximately 96% of the assets of the parent company at that date. Our audit risk focuses on the risk that these balances may be impaired. Investments in, and amounts due from, subsidiaries are detailed in notes 13 and 14. The relevant accounting policies are documented in note 3	We considered with management whether any indications of impairment existed. This includes considering the remaining lives of patents, the existence of any indication of technical obsolescence of technology and manufacturing processes, management's future plans for the business, the ability of the business to continue to raise new investment and the market capitalisation of the Group.

Our audit procedures in relation to the above matter was designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on these matters individually and we express no such opinion.

Other information

The Directors are responsible for the other information. 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.

In connection with our audit of the financial statements, 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 there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

Independent Auditors' report to the members of Polarean Imaging plc (continued)

We have nothing to report in this regard.

Opinion on other matter 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.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the Group and Parent Company and their 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 parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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 set out on page 21, 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 Group's and Polarean Imaging plc'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 group or the parent 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.

Independent Auditors' report to the members of Polarean Imaging plc (continued)

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 clinical drugs and devices are mitigated and managed by the Chief Technology Officer and management generally 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.

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. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Parent 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 Parent 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 Group and the Group's members as a body, for our audit work, for this report, or for the opinions we have formed.

Matthew Stallabrass (Senior Statutory Auditor)
for and on behalf of
Crowe U.K. LLP
Statutory Auditor
London

17 May 2022

Consolidated Statement of Comprehensive Income

	Notes	2021 US$	2020 US$
Revenue	4	1,185,427	1,056,766
Cost of sales		(677,402)	(346,300)
Gross profit		508,025	710,466
Administrative expenses		(6,517,396)	(5,049,246)
Depreciation	11	(177,349)	(150,224)
Amortisation	12	(757,016)	(734,058)
Selling and distribution expenses		(5,557,829)	(917,783)
Share-based payment expense	19	(1,814,882)	(474,716)
Total administrative expenses		(14,824,472)	(7,326,027)
Operating loss	6	(14,316,447)	(6,615,562)
Finance income	7	321,544	100,769
Finance expense	7	(21,101)	(19,730)
Loss before tax		(14,016,004)	(6,534,523)
Taxation	10	–	–
Loss for the year and total other comprehensive expense		(14,016,004)	(6,534,523)
Loss per share			
Basic and diluted (US$)	9	(0.071)	(0.044)

The results reflected above relate to continuing activities.

There are no items of Other Comprehensive Income ("OCI") for the year other than the loss above and therefore no separate statement of other comprehensive income has been presented.

The accompanying notes on pages 43 to 65 are an integral part of these financial statements.

Consolidated Statement of Financial Position

	Notes	2021 US$	2020 US$
ASSETS			
Non-current assets			
Property, plant and equipment	11	634,779	271,264
Intangible assets	12	2,193,843	2,810,694
Right-of-use assets	24	422,816	184,213
Trade and other receivables	14	5,539	5,539
		3,256,977	3,271,710
Current assets			
Inventories	15	1,426,810	977,924
Trade and other receivables	14	970,968	348,067
Cash and cash equivalents	16	28,874,908	6,282,665
		31,272,686	7,608,656
TOTAL ASSETS		34,529,663	10,880,366
EQUITY AND LIABILITIES			
Equity attributable to holders of the parent			
Share capital	17	101,642	78,200
Share premium	18	59,022,919	23,840,571
Group re-organisation reserve	18	7,813,337	7,813,337
Share-based payment reserve	19	3,660,332	1,845,450
Accumulated losses	18	(38,860,208)	(24,844,204)
		31,738,022	8,733,354
Non-current liabilities			
Deferred income	21	145,747	219,954
Lease liability	24	358,837	91,609
Contingent consideration	20	316,000	316,000
		820,584	627,563
Current liabilities			
Trade and other payables	22	1,731,114	1,348,867
Lease liability	24	130,949	129,819
Deferred income	21	108,994	40,763
		1,971,057	1,519,449
TOTAL EQUITY AND LIABILITIES		34,529,663	10,880,366

These Financial Statements were approved and authorised for issue by the Board of Directors on 17 May 2022 and were signed on its behalf by:

Kenneth West
Non-Executive Chairman

Company number: 10442853

The accompanying notes on pages 43 to 65 are an integral part of these financial statements.

Company Statement of Financial Position

	Notes	2021 US$	2020 US$
ASSETS			
Non-current assets			
Investment in subsidiary	13	58,180,314	24,735,727
		58,180,314	24,735,727
Current assets			
Trade and other receivables	14	22,410	61,304
Cash and cash equivalents	16	2,454,491	911,271
		2,476,901	972,575
TOTAL ASSETS		60,657,215	25,708,302
EQUITY AND LIABILITIES			
Equity attributable to holders of the parent			
Share capital	17	101,642	78,200
Share premium	18	59,022,919	23,840,571
Merger reserve	18	4,322,527	4,322,527
Share-based payment reserve	19	3,355,301	1,540,419
Accumulated losses	18	(6,251,190)	(4,122,345)
		60,551,199	25,659,372
Current liabilities			
Trade and other payables	22	106,016	48,930
		106,016	48,930
TOTAL EQUITY AND LIABILITIES		60,657,215	25,708,302

For the year under review, the amount due from subsidiary undertaking is regarded as net investment and is therefore reclassified from trade and other receivable to investment in subsidiary, and their respective comparatives were also restated.

As permitted by section 408 of the Companies Act 2006, no separate statement of Comprehensive Income is presented in respect of the parent Company. The loss for the financial year dealt with in the financial statements of the parent Company was US$2,128,845 (2020: US$908,895).

These financial statements were approved and authorised for issue by the Board of Directors on 17 May 2022 and were signed on its behalf by:

Kenneth West
Non-Executive Chairman

Company number: 10442853

The accompanying notes on pages 43 to 65 are an integral part of these financial statements.

Consolidated Statement of Changes in Equity

	Share capital US$	*Share premium US$*	*Share-based payment reserve US$*	*Group re-org reserve US$*	*Accumulated losses US$*	*Total equity US$*
As at 1 January 2020	55,776	13,659,912	1,370,734	7,813,337	(18,309,681)	4,590,078
Comprehensive income						
Loss for the year	–	–	–	–	(6,534,523)	(6,534,523)
Transactions with owners						
Issue of shares	22,424	10,703,373	–	–	–	10,725,797
Share issue costs	–	(522,714)	–	–	–	(522,714)
Share-based payment expense	–	–	474,716	–	–	414,716
As at 31 December 2020 (audited)	78,200	23,840,571	1,845,450	7,813,337	(24,844,204)	8,733,354
Comprehensive income						
Loss for the year	–	–	–	–	(14,016,004)	(14,016,004)
Transactions with owners						
Issue of shares	23,442	37,284,454	–	–	–	37,307,896
Share issue costs	–	(2,102,106)	–	–	–	(2,102,106)
Share-based payment expense	–	–	1,814,882	–	–	1,814,882
As at 31 December 2021	101,642	59,022,919	3,660,332	7,813,337	(38,860,208)	31,738,022

The accompanying notes on pages 43 to 65 are an integral part of these financial statements.

Company Statement of Changes in Equity

	Share capital US$	*Share premium US$*	*Share-based payment reserve US$*	*Merger reserve US$*	*Accumulated losses US$*	*Total equity US$*
As at 1 January 2020	55,776	13,659,912	1,065,703	4,322,527	(3,213,450)	15,890,468
Comprehensive income						
Loss for the year	–	–	–	–	(908,895)	(908,895)
Transactions with owners						
Issue of shares	22,424	10,703,373	–	–	–	10,725,797
Share issue costs	–	(522,714)	–	–	–	(522,714)
Share-based payment expense	–	–	474,716	–	–	474,716
As at 31 December 2020	78,200	23,840,571	1,540,419	4,322,527	(4,122,345)	25,659,372
Comprehensive income						
Loss for the year	–	–	–	–	(2,128,845)	(2,128,845)
Transactions with owners						
Issue of shares	23,442	37,284,454	–	–	–	37,307,896
Share issue costs	–	(2,102,106)	–	–	–	(2,102,106)
Share-based payment expense	–	–	1,814,882	–	–	1,814,882
As at 31 December 2021	101,642	59,022,919	3,355,301	4,322,527	(6,251,190)	60,551,199

The accompanying notes on pages 43 to 65 are an integral part of these financial statements.

Consolidated Statement of Cash Flows

	2021 US$	*2020 US$*
Cash flows from operating activities		
Loss before tax	(14,016,004)	(6,534,522)
Adjustments for non-cash/non-operating items:		
Depreciation of plant and equipment	177,349	150,224
Amortisation of intangible assets and right-of use-assets	757,015	734,058
Loss on disposal of property, plant and equipment	590	–
Loss on remeasurement of right-of-use assets	11,660	–
Share-based payment expense	1,814,882	474,716
Finance expense	21,101	19,730
Finance income	(321,544)	(100,769)
Operating cash outflows before movements in working capital	(11,554,951)	(5,256,563)
Increase in inventories	(448,886)	(423,093)
(Increase)/decrease in trade and other receivables	(622,901)	288,096
Increase/(decrease) in trade and other payables	382,247	(424,714)
(Decrease)/increase in deferred income	(5,976)	21,576
Net cash used in operations	(12,250,467)	(5,794,698)
Cash flows from investing activities		
Purchase of plant and equipment	(541,454)	(65,531)
Net cash used in investing activities	(541,454)	(65,531)
Cash flows from financing activities		
Issue of shares	37,307,896	10,725,797
Cost of issue	(2,102,106)	(522,714)
Interest paid on lease liabilities	(21,101)	(19,730)
Interest received	321,544	100,769
Principal elements of lease payments	(122,069)	(103,097)
Net cash generated by financing activities	35,384,164	10,181,025
Net increase in cash and cash equivalents	22,592,243	4,320,796
Cash and cash equivalents at the beginning of year	6,282,665	1,961,869
Cash and cash equivalents at end of year	28,874,908	6,282,665

The accompanying notes on pages 43 to 65 are an integral part of these financial statements

Company Statement of Cash Flows

	Year ended 31 December 2021 US$	*Year ended 31 December 2020 US$*
Cash flows from operating activities		
Loss before tax	(2,128,845)	(908,895)
Adjustments for non-cash/non-operating items:		
Share-based payment expense	1,814,882	474,716
Interest received	(319,564)	(100,358)
Operating cash outflows before movements in working capital	(633,527)	(534,537)
Increase in trade and other receivables	38,894	42,372
Increase/(decrease) in trade and other payables	57,086	(4,068)
Net cash used by operations	(537,547)	(496,233)
Cash flows from financing activities		
Issue of shares	37,307,896	10,725,797
Cost of issue	(2,102,106)	(522,714)
Interest received	319,564	100,358
Loans to the Subsidiary	(33,444,587)	(8,952,702)
Net cash generated by financing activities	2,080,767	1,350,739
Increase in cash and cash equivalents	1,543,220	848,506
Cash and cash equivalents at the beginning of period	911,271	56,765
Cash and cash equivalents at end of period	2,454,491	911,271

The accompanying notes on pages 43 to 65 are an integral part of these financial statements.

Notes to the Financial Statements

1. General information

The Company is incorporated in England and Wales under the Companies Act 2006. The registered number is 10442853 and its registered office is at 27-28 Eastcastle Street, London, W1W 8DH. The Company is listed on the AIM market of the London Stock Exchange.

The Company is the parent company of Polarean, Inc (the "Subsidiary", together the "Group"). The principal activity of the Group is developing next generation medical imaging technology. The Subsidiary is incorporated in the United States of America and has a registered office of 2500 Meridian Parkway #175, Durham, NC 27713, USA.

2. Adoption of new and revised International Financial Reporting Standards

Standards and interpretations adopted during the year

Information on new standards, amendments and interpretations that are relevant to the Group's annual report and accounts is provided below:

- Interest Rate Benchmark Reform (IBOR) reform Phase 2 (Amendments to IFRS 9, IAS 39 and IFRS 7); and
- COVID-19-Related Rent Concessions beyond 30 June 2021 (Amendments to IFRS 16).

These standards have no material impact on the Group.

Standards, amendments and interpretations that are not yet effective

There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Company has decided not to adopt early. The most significant of these are as follows, which are all effective for the period beginning 1 January 2022:

- Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37);
- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16);
- Annual Improvements to IFRS Standards 2018-2020 (Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41); and
- References to Conceptual Framework (Amendments to IFRS 3).

The following amendments are effective for the period beginning 1 January 2023:

- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2);
- Definition of Accounting Estimates (Amendments to IAS 8); and
- Deferred Tax Related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12).

The Group is currently assessing the impact of these new accounting standards and amendments.

3. Significant accounting policies

Basis of preparation

These financial statements have been prepared in accordance with UK adopted International Accounting Standards ("IFRS") and under the historical cost convention. The financial statements are presented in United States Dollars ("US$") except where otherwise indicated.

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

Going concern

The Directors consider the going concern basis of preparation to be appropriate in preparing the financial statements.

The Group is in its development stage and has not yet moved to full commercial exploitation of its IP. During the year ended 31 December 2021 the Group recorded a loss after tax of US$14,016,004 (2020: loss of US$6,534,523) and a net cash outflow from operating activities of US $12,250,467 (2020: US$5,794,698).

During the year, the Group raised approximately US$37.3 million from the placement of new shares. At the reporting the Group's cash balance was US$28.9 million (2020: US$6.3 million). In considering the appropriateness of this basis of preparation, the Directors have reviewed the Group's 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, they continue to adopt the going concern basis of accounting in preparing this financial information.

Management has implemented logistical and organisational changes to underpin the Group's resilience to COVID-19, with the key focus being protecting all personnel, minimising the impact on critical work streams and ensuring business continuity. COVID-19 may impact the Group in varying ways, which could lead to a direct bearing on the Group's ability to generate future cash flows for working capital purposes. Management is closely monitoring commercial and technical aspects of the Group's operations to mitigate the impact from the COVID-19 pandemic. The inability to gauge the length of such disruption further adds to this uncertainty. For these reasons the generation of sufficient operating cash flows remain a risk. Management believes the Group will generate sufficient working capital and cash flows to continue in operational existence and will have the ongoing support of its shareholders, if required, for the foreseeable future.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in share premium as a deduction from the proceeds.

Government and other grants

Grants are not recognised until there is a reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Grants are treated as deferred income and released to the income statement on the achievement of the relevant performance criteria.

Inventory

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the weighted average cost principle and includes expenditure incurred in inventories, adjusted for rebates, and other costs incurred in bringing them to their existing location.

3. Significant accounting policies continued

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less.

Functional and presentation currency

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the Group operates ("the functional currency"). The financial statements are presented in United States Dollars (US$) which is also the Group's functional currency.

Foreign currencies

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Basis of consolidation

The consolidated financial statements are for the year ended 31 December 2021. The measurement bases and principal accounting policies of the Group are set out below.

On 30 May 2017 Polarean Merger-Sub, Inc., a Subsidiary of the Subsidiary, completed a merger process under which it acquired substantially all of the assets of m2m Imaging Corp ("m2m"), a portfolio company of Amphion Innovations plc engaged in the development of high-performance MRI RF coils for the global research market, primarily in micro-imaging. By 2016 m2m had been inactive for several years due to an inability to raise funds. At the date of the merger the assets of m2m were its technology and patents. The merger was affected by way of court sanction in the process of which the Subsidiary acquired, through a special purpose entity, Polarean Merger Sub, Inc. the assets of another special purpose entity, m2m Merger Sub, Inc., with m2m Merger Sub, Inc. being the surviving entity. After the reporting date, on 1 September 2017, m2m Merger Sub, Inc. was merged into the Subsidiary with the Subsidiary being the surviving entity, the effect being that m2m Merger Sub, Inc. was collapsed, and the Subsidiary had acquired the m2m assets.

As part of the arrangements for the merger 576,430 shares in the Subsidiary were issued to the former shareholders in m2m with the intention that all parties would exchange their stock in Polarean, Inc. for shares in the Group on a pro rata basis as soon as practicable.

The Directors consider the merger between the Subsidiary and m2m Acquisition, Inc. as a consequence of which the group acquired the exclusive worldwide rights to m2m's technology and patents does not meet the definition of an acquisition of a business as set out in IFRS3 and has therefore been accounted for as the acquisition of an asset or a group of assets that does not constitute a business.

3. Significant accounting policies continued

IFRS 3 requires that in such cases the acquirer shall identify and recognise the individual identifiable assets acquired (including those assets that meet the definition of, and recognition criteria for, intangible assets in IAS 38 Intangible assets) and to allocate the cost of the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction or event does not give rise to goodwill.

The fair value of the assets acquired under the merger arrangement of US$4,999,996 represents the aggregate estimated value of the financial obligations of the former m2m shareholders which were converted into equity in m2m prior to the merger agreement.

The Directors consider the acquisition of the entire issued common stock of the Subsidiary by the Company in exchange for equivalent equity participation in the Company to be a group re-organisation and not a business combination and to fall outside the scope of IFRS 3. Having considered the requirements of IAS 8 and the relevant UK and US guidance, the transaction has been accounted for on a merger or pooling of interest basis as if both entities had always been combined, using book values, with no fair value adjustments made nor goodwill recognised.

Revenue recognition

Revenue comprises the fair value of the sale of goods and rendering of services to external customers, net of applicable sales tax, rebates, promotions and returns.

Contracts and obligation

The majority of customer contracts have three main elements that the Group provides to the customer:

- Sale of polarisers;
- Sale of parts and upgrades; and
- Provision of service.

The sale of polarisers is seen as a distinct performance obligation and revenue is recognised at a point in time. The customer can benefit from the use of the polarisers when supplied and is not reliant on the Group to provide the parts and upgrades or service, and therefore revenue from the sale of polarisers is recognised in full when the goods are delivered to the customer.

The second performance obligation is the sale of parts and upgrades. The customer can benefit from the use of the parts and upgrade when supplied and is not reliant on the Group to provide the service, and therefore revenue from the sale of parts and upgrades is recognised in full when the goods are delivered to the customer.

The third performance obligation is the provision of preventive maintenance service. Revenue from the provision of preventive maintenance service is recognised over the period when the services are rendered. A contract liability represents the obligation of the Group to render services to a customer for which consideration has been received (or the amount is due) from the customer.

Determining the transaction price

The transaction price is determined as the fair value of the Group expects to receive over the course of the contract.

There are no incentives given to customers that would have a material effect on the financial statements.

3. Significant accounting policies continued

Allocate the transaction price to the performance obligations in the contract

The allocation of the transaction price to the performance obligations in the contract is non-complex for the Group. There is a fixed unit price for each product or service sold. Therefore, there is limited judgement involved in allocating the contract price to each unit ordered.

Recognise revenue when or as the entity satisfies its performance obligations

The overarching terms are consistent in each contract.

The sale of polarisers is seen as a distinct performance obligation and revenue is recognised at a point in time, when title of the goods transferred to the customer, as the customer can benefit from the use of the polarisers when supplied.

The sale of parts and upgrades is seen as a distinct performance obligation and revenue is recognised at a point in time, when supplied to the customer, as the customer can benefit from the use of the parts and upgrade when supplied.

The provision of service is seen as a distinct performance obligation and revenue is recognised as the Group provides these services for the duration of the contract, i.e. over time. Any unexpired portion of a service contract or payment received in advance in respect of service contracts either partially completed or not started, are included in deferred income and released over their remaining term.

Property, plant and equipment

Owned assets

Items of property, plant and equipment are stated at cost or deemed cost less accumulated depreciation and impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. When parts of an item of property, plant and equipment have different useful lives, those components are accounted for as separate items of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Depreciation

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives are as follows:

- Computer and IT equipment – 33% straight line
- Leasehold improvements – 20% straight line
- Laboratory equipment – 20% straight line

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within administrative expenses in the statement of comprehensive income.

Intangible Assets

Patents and related rights which are acquired through a business combination, are assessed by reviewing their net present value of future cash flows. Patents are currently amortised over their useful life, not exceeding 10 years.

3. Significant accounting policies continued

Internally generated intangible assets – research costs are costs incurred in research activities and are recognised as an expense in the period in which they are incurred. An internally generated intangible asset arising from the development of commercial technologies is recognised only if all of the following conditions are met:

- it is probable that the asset will create future economic benefits;
- the development costs can be measured reliably;
- technical feasibility of completing the intangible asset can be demonstrated;
- there is the intention to complete the asset and use or sell it;
- there is the ability to use or sell the asset; and
- adequate technical, financial and other resources to complete the development and to use or sell the asset are available.

At this time the Directors consider that the Group does not meet all of those conditions and development costs are therefore recorded as expense in the period in which the cost is incurred.

Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are reviewed at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

Provisions

A provision is recognised in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability. The increase in the provision due to the passage of time is recognised in finance costs.

Financial assets

The Group classifies all of its financial assets at amortised cost. Financial assets do not comprise prepayments. Management determines the classification of its financial assets at initial recognition.

These assets arise principally from the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold their assets in order to collect contractual cash flows and the contractual cash flows are solely payments of the principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

3. Significant accounting policies continued

Amortised Cost

The Group's financial assets held at amortised cost comprise trade and other receivables and cash and cash equivalents in the consolidated statement of financial position.

Impairment provisions for trade receivables are recognised based on the simplified approach within IFRS 9 using the lifetime expected credit losses. During this process the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net; such provisions are recorded in a separate provision account with the loss being recognised within administrative expenses in the consolidated statement of comprehensive income. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions for other receivables are recognised based on the general impairment model within IFRS 9. In doing so, the Company follows the 3-stage approach to expected credit losses. Step 1 is to estimate the probability that the debtor will default over the next 12 months. Step 2 considers if the credit risk has increased significantly since initial recognition of the debtor. Finally, Step 3 considers if the debtor is credit impaired, following the criteria under IAS 39.

Financial liabilities

The Group classifies its financial liabilities in the category of financial liabilities at amortised cost. All financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provision of the instrument.

Financial liabilities measured at amortised cost comprise trade payables and other short-dated monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest rate method.

Unless otherwise indicated, the carrying values of the Group’s financial liabilities measured at amortised cost represents a reasonable approximation of their fair values.

Employee benefits: pension obligations

The Group operates a defined contribution plan. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Net finance costs

Finance costs

Finance costs comprise direct issue costs and foreign exchange losses; and are expensed using the effective interest method in the period in which they are incurred.

Finance income

Finance income comprises interest receivable on funds invested, and foreign exchange gains.

Interest income is recognised in the income statement as it accrues using the effective interest method.

3. Significant accounting policies continued

Leases

Definition of a lease

The Group assesses whether a contract is or contains a lease. A contract is or contains a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated amortisation and impairment losses and adjusted for certain measurements of the lease liability. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Group has applied judgement to determine the lease term for some lease contracts in which it is a lease that include renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities ad right-of-use assets recognised.

Income tax

Income tax for the years presented comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts.

The following temporary differences are not recognised if they arise from a) the initial recognition of goodwill, and b) for the initial recognition of other assets or liabilities in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates and laws that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised, or the deferred income tax liability is settled.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

3. Significant accounting policies continued

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Critical accounting estimates and judgements

The preparation of the Group's financial statements under IFRS requires the directors to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities. Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The directors consider that the following judgements are likely to have the most significant effect on the amounts recognised in the financial statements.

Carrying value of intangible assets – Group

In determining whether there are indicators of impairment of the Group's intangible assets, the directors take into consideration various factors including the economic viability and expected future financial performance of the asset and when it relates to the intangible assets arising on a business combination, the expected future performance of the business acquired.

Carrying value of investments in and amounts receivable from subsidiaries – Company

In determining whether there are indicators of impairment of the Company's investments in, and amounts receivable from, its subsidiary undertakings, the directors take into consideration various factors including the economic viability and expected future financial performance of the business of the subsidiary undertakings.

4. Segmental information

IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (which takes the form of the Board of Directors) as defined in IFRS 8, in order to allocate resources to the segment and to assess its performance.

The chief operating decision maker has determined that the Group has one operating segment, the development and commercialisation of gas polariser devices and ancillary instruments. Revenues are reviewed based on the products and services provided: Polarisers, Parts and Upgrades, Service and Other revenue.

The Group operates in Canada, Germany, the United Kingdom and the United States of America. Revenue by origin of geographical segment for all entities in the Group is as follows:

Revenue

	2021 US$	*2020 US$*
Canada	529,824	85,728
Germany	6,750	–
United Kingdom	25,183	34,304
United States of America	623,670	936,734
Total	1,185,427	1,056,766

Notes to the Financial Statements (continued)

4. Segmental information continued

Non-current assets

	2021 US$	*2020 US$*
United States of America	3,256,977	3,271,710
Total	3,256,977	3,271,710

Product and services revenue analysis

Revenue

	2021 US$	*2020 US$*
Polarisers	826,059	536,350
Parts and Upgrades	275,789	158,275
Service	83,579	61,991
Grants	–	300,151
Total	1,185,427	1,056,766

Management measures revenues by reference to the Group's core services and products and related services, which underpin such income.

5. Employees and Directors

Staff costs for the Group and the Company during the year:

	2021 US$	*2020 US$*
Wages and salaries	3,604,758	2,265,077
Healthcare benefits	220,476	142,942
Social Security costs	248,063	132,941
	4,073,297	2,540,959

Average monthly number of people (including directors) employed by activity:

	2021 No.	*2020 No.*
Senior management including directors	10	10
R&D and clinical trial	11	8
Administration	7	3
Total	28	21

Notes to the Financial Statements (continued)

5. Employees and Directors continued

Key management compensation:

The following table details the aggregate compensation paid to key management personnel.

	2021 US$	*2020 US$*
Salaries and fees	1,394,235	1,242,468
Healthcare benefits	85,830	78,065
Social security costs	69,465	70,968
	1,549,530	1,391,501

Key management personnel include all directors who together have authority and responsibility for planning, directing, and controlling the activities of the Group and senior divisional managers.

6. Operating loss

	2021 US$	*2020 US$*
Depreciation		
– Owned property, plant and equipment	177,349	150,224
Amortisation of right-of-use assets	140,164	117,206
Amortisation of intangible assets	616,851	616,852
Subtotal Amortisation	757,015	734,058
Research expenses	649,695	451,129
Auditors' remuneration (note 8)	55,664	49,000
Clinical trial costs	(52,599)	427,155
Regulatory consulting costs	1,126,675	788,903
Legal and professional fees	494,688	298,850
Brand development and market research	2,091,921	348,510
Medical affairs and congress/symposia	916,238	23,625

7. Net finance expense

	2021 US$	*2020 US$*
Foreign exchange gain	318,957	100,358
Sundry income	2,587	411
Total finance income	321,544	100,769
Finance expense	21,101	19,730
Total finance expense	21,101	19,730

8. Auditor remuneration

	2021 US$	*2020 US$*
Auditors' remuneration		
Fees payable to the Group's auditor for audit of Parent Company and Consolidated Financial Statements	55,664	49,000

9. Loss per share

The loss per share has been calculated using the loss for the year and the weighted average number of ordinary shares outstanding during the year, as follows:

	2021 US$	*2020 US$*
Loss for the year attributable to shareholders of the Group (US$)	(14,016,004)	(6,534,523)
Weighted average number of ordinary shares	196,961,274	149,985,929
Basic and diluted loss per share	(0.071)	(0.044)

For diluted loss per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all potential dilutive warrants, options and convertible loans over ordinary shares. Potential ordinary shares resulting from the exercise of warrants, options and the conversion of convertible loans have an anti-dilutive effect due to the Group being in a loss position. As a result, diluted loss per share is disclosed as the same value as basic loss per share.

10. Taxation

There were no charges to current corporate taxation due to the losses incurred by the Group in the period.

Income taxes computed at the statutory federal income tax of 21% (2020: 21%) and the state income tax of 2.50% (2020: 2.50%) UK corporation tax is calculated at 19% of the estimated assessable profits for the year.

	2021 US$	*2020 US$*
Loss on ordinary activities before tax	(14,016,004)	(6,534,523)
Loss on ordinary activities multiplied by the rate of corporation tax in the US as above	(2,943,361)	(1,372,250)
Effects of:		
Adjustments for rate of tax in other jurisdictions	42,577	26,611
Unrelieved tax losses carried forward	2,900,784	1,345,639
Total taxation charge	–	–

The tax reform act of 1986 contains provisions which limit the ability to utilise the net operating loss carry forwards in the case of certain events including significant changes in ownership interests. If the Group's net operating loss carry forward, the Group would incur a federal income tax liability even though net operating loss carry forwards would be available in future years.

The Company has tax losses carried forward of US$33,391,842 (2020: $19,375,838). The unutilised tax losses have not been recognised as a deferred tax asset due to uncertainty over the timing of future profits and gains. In addition, there are approximately $531,000 (2020: $227,000) of unrecognised deferred tax assets in respect of the share-based payment.

Notes to the Financial Statements (continued)

11. Property, plant and equipment

	Leasehold improvements US$	*Furniture and equipment US$*	*Computers and IT equipment US$*	*Total US$*
Cost				
At 1 January 2020	2,695	433,950	26,665	463,310
Additions	10,963	14,252	40,316	65,531
Disposals		(7,412)	(7,708)	(15,120)
At 31 December 2020	13,658	440,790	59,273	513,721
Additions	17,050	464,585	59,819	541,454
Disposals	–	–	(1,328)	(1,328)
At 31 December 2021	30,708	905,375	117,764	1,053,847
Accumulated depreciation				
At 1 January 2020	1,977	82,109	23,266	107,352
Depreciation expense	4,091	138,314	7,820	150,225
Disposals		(7,412)	(7,708)	(15,120)
At 31 December 2020	6,068	213,012	23,377	242,457
Depreciation expense	7,934	146,656	22,759	177,349
Disposals	–	–	(738)	(738)
At 31 December 2021	14,002	359,668	45,398	419,068
Carrying amount				
At 31 December 2020	7,590	227,778	35,896	271,264
At 31 December 2021	16,706	545,707	72,366	634,779

12. Intangible assets

	Patents US$	*Total US$*
Cost		
At 1 January 2020	5,045,996	5,045,996
Additions	–	–
At 31 December 2020	5,045,996	5,045,996
Additions	–	–
At 31 December 2021	5,045,996	5,045,996
Accumulated amortisation		
At 1 January 2020	1,618,450	1,618,450
Amortisation expense	616,852	616,852
At 31 December 2020	2,235,302	2,235,302
Amortisation expense	616,851	616,851
At 31 December 2021	2,852,153	2,852,153
Carrying amount		
At 31 December 2020	2,810,694	2,810,694
At 31 December 2021	2,193,843	2,193,843

Notes to the Financial Statements (continued)

13. Investment in subsidiary undertaking

Company	*Investment in subsidiary undertaking US$*	*Amount due from subsidiary undertaking US$*	*Total US$*
Cost			
At 31 December 2020	4,342,848	20,392,879	24,735,727
At 31 December 2021	4,342,848	53,837,466	58,180,314
Carrying amount			
At 31 December 2020	4,342,848	20,392,879	24,735,727
At 31 December 2021	4,342,848	53,837,466	58,180,314

The investment in subsidiary undertaking is stated at cost less provision for impairment. The amount due from subsidiary undertaking are regarded as net investment which is subject to the impairment assessment whenever events or changes in circumstance indicate that the carrying value of the investment and the amount due from subsidiary undertakings may not be recoverable. For the year under review, there is no such indicator for impairment.

The net carrying amounts noted above relates to the Subsidiary. The subsidiary undertaking during the year were as follows:

	Registered office address	*Country of incorporation*	*Interest held %*
Polarean Inc.	2500 Meridian Parkway #175, Durham, NC 27713, USA	USA	100

14. Trade and other receivables

	Group		*Company*	
Amounts falling due after one year	*2021 US$*	*2020 US$*	*2021 US$*	*2020 US$*
Rental deposit	5,539	5,539	–	–

	Group		*Company*	
Amounts falling due within one year	*2021 US$*	*2020 US$*	*2021 US$*	*2020 US$*
Trade receivables	119,096	185,473	–	–
Other receivables	–	51,184	–	51,184
Prepayments	851,872	111,410	22,410	10,120
	970,968	348,067	22,410	61,304

Analysis of trade receivables based on age of invoices

	< 30 $'000	*31 – 60 $'000*	*61 – 90 $'000*	*> 90 $'000*	*Total Gross $'000*	*ECL $'000*	*Total Net $'000*
2021	73,500	–	45,097	499	119,096	–	119,096
2020	27,116	155,785	2,572	–	185,473	–	185,473

14. Trade and other receivables continued

The Group applies the IFRS 9 simplified approach to measuring expected credit losses (ECL) which uses a lifetime expected loss allowance for all trade receivables. The ECL balance has been determined based on historical data available to management in addition to forward looking information utilising management knowledge. The Company applies a similar approach to measuring ECL for the amounts due from group undertakings.

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current. The majority of trade and other receivables are non-interest bearing. Where the effect is material, trade and other receivables are discounted using discount rates which reflect the relevant costs of financing. The carrying amount of trade and other receivables approximates fair value.

The group trade receivables include governments grants which amounted to US$Nil (2020: US$42,735) in which there are no unfulfilled conditions or contingencies attached to these grants as of 31 December 2021.

15. Inventory

	Group	
	2021 US$	*2020 US$*
Component parts	1,426,810	977,924

During the year ended 31 December 2021, a total of $677,402 of inventories was included in the statement of comprehensive income as an expense (2020: $346,300).

16. Cash and cash equivalents

	Group		*Company*	
	2021 US$	*2020 US$*	*2021 US$*	*2020 US$*
Cash at bank and in hand	28,874,908	6,282,665	2,454,491	911,271

17. Share capital

The issued share capital of the Company was as follows:

Allotted and called up – Ordinary shares of 0.037p each	*2021 No.*	*2021 US$*	*2020 No.*	*2020 US$*
At beginning of period	163,212,935	78,200	114,438,600	55,776
Issue of shares upon warrant exercise	928,089	474	830,538	386
Issue of shares to investors	44,932,142	22,881	46,624,997	21,386
Issue of shares upon option exercise	176,800	87	1,318,800	652
At end of year	209,249,966	101,642	163,212,935	78,200

17. Share capital continued

On 2 March 2020, the Company issued 232,010 new ordinary shares upon the exercise of share warrants with an exercise price of £0.15 each.

On 1 April 2020, the Company issued 46,624,997 new ordinary shares at a price of £0.18 each.

On 1 June 2020, the Company issued 534,400 new ordinary shares upon the exercise of share warrants with an exercise price of £0.00003 each.

On 20 October 2020, the Company issued 64,128 new ordinary shares upon the exercise of share warrants with an exercise price of £0.15 each.

On 23 December 2020, the Company issued 1,318,800 new ordinary shares upon the exercise of share options with an exercise price of £0.15 each.

On 24 February 2021, the Company issued 61,563 new ordinary shares upon the exercise of share warrants with an exercise price of £0.15 each.

On 25 March 2021, the Company issued 358,713 new ordinary shares upon the exercise of share warrants with an exercise price of £0.00037 each.

On 31 March 2021, 7 April 2021 and 8 April 2021 the Company issued a total of 44,932,142 new ordinary shares of £0.00037 each in the capital of the Company at the issue price of 60 pence per share in a Placing, Subscription and Open Offer for total proceeds of £27 million (before expenses).

On 16 April 2021, the Company issued 467,733 new ordinary shares upon the exercise of share warrants with an exercise price of £0.00037 each.

On 17 May 2021, the Company issued 40,080 new ordinary shares upon the exercise of share warrants with an exercise price of £0.00037 each.

On 23 November 2021, the Company issued 66,800 new ordinary shares upon the exercise of share options with an exercise price of £0.025358 each.

On 9 December 2021, the Company issued 110,000 new ordinary shares upon the exercise of share options with an exercise price of £0.15 each.

18. Reserves

Share premium

Share premium represents the excess of subscription amounts for the issue of shares over nominal value of shares issued, less any attributable share issue costs.

Group re-organisation reserve

The group re-organisation reserve arose on the transaction under which the Group acquired the Subsidiary by way of a group re-organisation.

Share based payment reserve

Cumulative fair value of options charged to the consolidated income statement net of transfers to the profit or loss reserve on exercised and cancelled/lapsed options.

18. Reserves continued

Accumulated losses

Includes all current and prior year retained profits and losses.

Merger reserve

The balance on the merger reserve represents the fair value of the consideration given in excess of the nominal value of the ordinary shares issued in an acquisition made by the issue of shares where the transaction qualifies for merger relief under the Companies Act 2006.

19. Share-based payments

Share options

The Company grants share options at its discretion to Directors, management and employees. These are accounted for as equity settled transactions. Should the options remain unexercised after a period of ten years from the date of grant the options will expire unless an extension is agreed to by the board. Options are exercisable at a price equal to the Company's quoted market price on the date of grant or an exercise price to be determined by the board.

Details of share options granted, exercised, lapsed and outstanding at the year-end are as follows:

	Number of share options 2021	*Weighted average exercise price (US$) 2021*	*Number of share options 2020*	*Weighted average exercise price (US$) 2020*
Outstanding at beginning of year	16,884,322	0.19	17,436,722	0.13
Granted during the year	8,580,000	1.11	900,000	0.99
Exercised during the year	(176,800)	0.14	(1,318,800)	0.19
Forfeited/lapsed during the year	(844,210)	1.01	(133,600)	0.00
Outstanding at end of the year	24,443,312	0.50	16,884,322	0.19
Exercisable at end of the year	13,055,517	0.14	10,239,882	0.12

On 23 December 2020, 900,000 options were granted, with an exercise price of 73 pence per share. 25 per cent. of the options shall vest on the one year anniversary of the employee's date of hire with the remaining 75 per cent. vesting in equal portions over the 36 months following the one year anniversary of the employee's date of hire.

On 27 April 2021, 1,000,000 options were granted, with an exercise price of 77 pence per share. 25 per cent. of the options shall vest on the one-year anniversary of the employee's date of hire with the remaining 75 per cent. vesting in equal portions over the 36 months following the one year anniversary of the employee's date of hire.

On 24 June 2021, 250,000 options were granted, with an exercise price of 95 pence per share. 25 per cent. of the options shall vest on the one-year anniversary of the employee's date of hire with the remaining 75 per cent. vesting in equal portions over the 36 months following the one year anniversary of the employee's date of hire.

On 07 July 2021, 5,250,000 options were granted, with an exercise price of 93 pence per share. 25 per cent. of the options shall vest on the one-year anniversary of the employee's date of hire with the remaining 75 per cent. vesting in equal portions over the 36 months following the one year anniversary of the employee's date of hire.

19. Share-based payments continued

On 26 August 2021, 1,300,000 options were granted, with an exercise price of 87 pence per share. 25 per cent. of the options shall vest on one-year anniversary of the employee's date of hire with the remaining 75 per cent. vesting in equal portions over the 36 months following the one year anniversary of the employee's date of hire.

On 08 September 2021, 430,000 options were granted, with an exercise price of 89 pence per share. 25 per cent. of the options shall vest on the one-year anniversary of the employee's date of hire with the remaining 75 per cent. vesting in equal portions over the 36 months following the one year anniversary of the employee's date of hire.

On 21 October 2021, 150,000 options were granted, with an exercise price of 63 pence per share. 25 per cent. of the options shall vest on the one-year anniversary of the employee's date of hire with the remaining 75 per cent. vesting in equal portions over the 36 months following the one year anniversary of the employee's date of hire.

On 14 December 2021, 200,000 options were granted, with an exercise price of 57 pence per share. 25 per cent. of the options shall vest on the one-year anniversary of the date of hire with the remaining 75 per cent. vesting in equal portions over the 36 months following the one year anniversary of the employee's date of hire. The options outstanding as at 31 December 2021 have an exercise price in the range of US$0.0041 to US$1.19 (2020: US$0.0041 to US$0.99).

The fair value of options granted during the year has been calculated using the Black Scholes model which has given rise to fair values per share of between US$0.43 and US$0.60. This is based on risk-free rates of between 0.60 per cent. and 1.20 per cent. and volatility of between 57 per cent. and 80 per cent..

The Black Scholes calculations for the options resulted in a charge of US$1,814,882 (2020: US$474,716) which has been expensed in the year. The weighted average remaining contractual life of the share options is 6.85 years (2020: 6.47 years). The weighted average share price at the date of exercise for all share options exercised during the period was US$0.58 (2020: $0.73). All share options are equity settled on exercise.

Share warrants

The Company grants share warrants at its discretion to Directors, management, employees, advisors and lenders. These are accounted for as equity settled transactions. Terms of warrants vary from agreement to agreement.

Details for the warrants granted, exercised, lapsed and outstanding at the year-end are as follows:

	Number of share warrants 2021	*Weighted average exercise price (US$) 2021*	*Number of share warrants 2020*	*Weighted average exercise price (US$) 2020*
Outstanding at beginning of year	3,994,165	0.09	4,824,703	0.09
Exercised during the year	(928,089)	0.34	(830,538)	0.13
Forfeited/lapsed during the year	(11,947)	0.34	–	–
Outstanding at end of the year	3,054,129	0.01	3,994,165	0.09
Exercisable at end of the year	3,054,129	0.01	3,994,165	0.09

19. Share-based payments continued

The weighted average remaining contractual life of the share warrants is 2.55 years (2020: 2.81 years). The weighted average share price at the date of exercise for all share warrants exercised during the period was US$0.68 (2020: $0.31).

20. Provision for contingent consideration

	Group		*Company*	
	2021 US$	*2020 US$*	*2021 US$*	*2020 US$*
Provision for contingent consideration	316,000	316,000	–	–

On 19 December 2011, the Subsidiary entered into an agreement with a third party to purchase various assets, including patents, trademarks, a license agreement and physical inventory. As consideration for this transaction, the Subsidiary agreed to pay 5 per cent. of gross revenue on clinical sales of products that are sold related to the patents purchased, for seven years from the date of the commercial sale. As of 31 December 2021, the fair value of this contingent consideration was US$316,000 (2020: US$316,000). This liability is valued based on a probability weighted expected return method using projected future cash flows. There were no significant events in the year ended 31 December 2021 necessitating revision of the probability weighted expected value of the contingent consideration.

There was therefore US$Nil profit or loss arising on revaluation of contingent consideration during the year ended 31 December 2021 (2020: US$Nil).

21. Deferred income

	Group		*Company*	
	2021 US$	*2020 US$*	*2021 US$*	*2020 US$*
Arising from service contracts				
Balance brought forward	260,717	239,141	–	–
Movement for the year	(5,976)	21,576	–	–
Balance carried forward	254,741	260,717	–	–
Current	108,994	40,763	–	–
Non-current	145,747	219,954	–	–
Total	254,741	260,717	–	–

22. Trade and other payables

	Group		*Company*	
	2021 US$	*2020 US$*	*2021 US$*	*2020 US$*
Trade payables	405,953	388,030	40,887	4,930
Accruals and other payables	1,325,161	960,837	65,129	44,000
	1,731,114	1,348,867	106,016	48,930

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs and are payable within 1 year.

The Directors consider the carrying value of all financial liabilities to be equivalent to their fair value.

23. Changes in liabilities from financing activities

Group

	1 January 2020 US$	*Cash flows US$*	*Non-cash changes US$*	*31 December 2020 US$*
Lease liability	121,369	(122,827)	222,886	221,428
Total liabilities from financing activities	121,369	(122,827)	222,886	221,428

	1 January 2021 US$	*Cash flows US$*	*Non-cash changes US$*	*31 December 2021 US$*
Lease liability	221,428	(143,170)	411,528	489,786
Total liabilities from financing activities	221,428	(143,170)	411,528	489,786

24. Leases

Nature of leasing activities

The group leases properties in the jurisdiction in which it operates with all lease payments fixed over the lease term.

	2021 US$	*2020 US$*
Number of active leases	2	2

The Group discounts the lease payments using its incremental borrowing rate at the commencement date of the lease. The weighted-average rate applied is 10%.

Right-of-use assets

	Land and Buildings US$
At 1 January 2020	98,263
Additions	203,156
Amortisation expense	(117,206)
At 31 December 2020	184,213
At 1 January 2021	184,213
Additions	378,767
Amortisation expense	(140,164)
At 31 December 2021	422,816

24. Leases continued

Lease Liabilities

	Land and Buildings US$
At 1 January 2020	121,369
Additions	203,156
Interest expense	19,730
Lease payments	(122,827)
At 31 December 2020	221,428
At 1 January 2021	221,428
Additions	390,427
Interest expense	21,101
Lease payments	(143,170)
At 31 December 2021	489,786

Analysis of lease liabilities

Maturity of the lease liabilities is analysed as follows:

	2021 US$	*2020 US$*
Within 1 year	130,949	129,819
Later than 1 year and less than 5 years	358,837	91,609
	489,786	221,428

25. Commitments

Royalty commitments

The Subsidiary has entered into three agreements requiring royalty payments. One agreement is conditional and requires a payment of 5 per cent. of gross revenue on clinical sales during the payment period beginning on the date a product is first commercially sold, contingent on receiving FDA approval, and ending seven years from that date. A separate agreement requires payments of 0.25 per cent of net sales of machines, and 20 per cent of any sublicensing income for a specific method of use of patent beginning in 2016. Additionally, beginning five years after the effective date of 1 February 2021, there are minimum yearly royalties of US$5,000. The third agreement requires a fixed payment of US$250,000 for use of patents.

26. Financial instruments

The Group has exposure to the following key risks related to financial instruments:

i. Market risk

ii. Credit risk

iii. Liquidity risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated Financial Statements.

26. Financial instruments continued

The Group uses financial instruments including cash, loans, as well as trade receivables and payables that arise directly from operations.

Due to the simple nature of these financial instruments, there is no material difference between book and fair values, discounting would not give a material difference to the results of the Group and the Directors believe that there are no material sensitivities that require additional disclosure.

(a) ***Credit risk***

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Subsidiary. In order to minimise the risk, the Subsidiary endeavours only to deal with companies which are demonstrably creditworthy and this, together with the aggregate financial exposure, is continuously monitored. The maximum exposure to credit risk is the value of the outstanding amount. The Group considers the banks and financial institutions have low credit risks. Therefore, the Group is of the view that the loss allowance is immaterial and hence no provision is required.

The Directors do not consider that there is any concentration of risk within either trade or other receivables. There are no impairments to trade or other receivables in each of the years presented.

Categories of financial instruments

	Group		*Company*	
	2021	*2020*	*2021*	*2020*
Financial assets measured at amortised cost	*US$*	*US$*	*US$*	*US$*
Cash and cash equivalents	28,874,908	6,282,665	2,454,491	911,271
Loans and receivables				
Trade and other receivables – current	119,096	236,657	–	51,184
Trade and other receivables – non-current	5,539	5,539	–	–
Financial liabilities measured at amortised cost				
Trade and other payables	1,731,114	1,348,867	106,016	48,930

Capital risk management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising returns to shareholders through the optimisation of capital structure. The Group is funded by equity. Equity comprises share capital, share premium, share-based payment reserves, group re-org reserves and accumulated losses and is presented in the statement of financial position. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Group manages the capital structure and makes adjustments to it in the light of changes to economic conditions and risks.

(b) ***Market risk***

There is no interest risk exposure to the group or the company. The Company made unsecured interest-free loans to its subsidiary and are expected to be repaid in the future as the subsidiary is revenue generative.

26. Financial instruments continued

(c) ***Liquidity risk***

A maturity analysis of the Group's financial liabilities is shown below:

	Carrying amounts US$	*Contractual undiscounted cashflow US$*	*Less than one year US$*	*One to two years US$*	*Two to five years US$*
2021					
Trade and other payables	1,731,114	1,731,114	1,731,114	–	–
Lease liabilities	489,786	539,145	154,710	158,135	226,300
	2,220,900	2,270,259	1,885,824	158,135	226,300
2020					
Trade and other payables	1,348,867	1,348,867	1,348,867	–	–
Lease liabilities	221,428	237,631	143,410	82,670	11,551
	1,570,295	1,586,498	1,492,277	82,670	11,551

Derivatives

The Group and Company have no derivative financial instruments.

27. Contingent liabilities

The Directors are not aware of any material contingent liabilities, except for the contingent consideration detailed in note 20.

28. Related party transactions

Remuneration of the key management personnel has been disclosed in Note 5.

29. Events after the reporting period

Between 1 January 2022 and 30 April 2022, the Company issued a total of 3,190,024 new ordinary shares of £0.00037 each in the capital of Company upon the exercise of share options.

Between 1 January 2022 and 4 May 2022, the Company granted options over a total of 1,070,000 ordinary shares of £0.00037 each in the capital of Company to a new employee and two new Directors. The options vest over a four-year period and have an exercise price equal to the closing price on the date of grant.

On 13 April 2022 and 4 May 2022, the Company appointed Frank Schulkes, Non-Executive Director and Daniel Brague, Non-Executive Director to the Board of Directors, respectively.

On 4 May 2022, Jonathan Allis resigned as Non-Executive Director from the Board of Directors.

On 4 May 2022, Kenneth West assumed the role of Non-Executive Chairman of the Board of Directors.

POLAREAN IMAGING PLC

(Incorporated in England and Wales under the Companies Act 2006 with company number 10442853)

NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in Polarean Imaging plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

It is intended that the Annual General Meeting (the "AGM") of Polarean Imaging plc (the "Company") will be held at the Company's office at 2500 Meridian Parkway, Suite 175, Durham, NC 27713 USA at 2:00 p.m. BST (9:00 a.m. EST) on 29 June 2022. However, it is possible that there may be government restrictions imposed as a result of the COVID-19 pandemic at that time and therefore the arrangements for the AGM may be subject to change, possibly at short notice.

In light of this, **we strongly encourage you to vote on all resolutions by completing an online proxy form in advance of the meeting, appointing the Chair of the meeting as your proxy, whether or not you are ultimately able to attend in person**. Details of how to do this are set out below. Please note that if you appoint a person other than the Chair of the meeting as your proxy, in the event that measures are put in place by the US government which prevent attendance at the meeting, your proxy may not be able to attend the AGM and, if this is the case, your votes will not be counted.

NOTICE IS HEREBY GIVEN that the annual general meeting of Polarean Imaging plc (the "Company") will be held at the Company's office at 2500 Meridian Parkway, Suite 175, Durham, NC 27713 USA at 2:00 p.m. BST (9:00 a.m. EST) on 29 June 2022 for the purpose of considering and, if thought fit, transacting the following business:

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and consider the Company's audited accounts for the year ended 31 December 2021 and the Directors' of the Company (the "Director(s)") and auditors' reports thereon.

2. To consider and approve the remuneration report as detailed in the Company's annual report and accounts.

3. To re-appoint Crowe UK LLP as auditor of the Company (the "Auditor") to hold office until the conclusion of the next general meeting at which accounts are laid and to authorise the Directors to fix the Auditor's remuneration.

4. To re-elect Richard Hullihen as a Director, who retires in accordance with article 78 of the Articles, and who, being eligible, offers himself for re-election.

Notice of the Annual General Meeting (continued)

5. To re-elect Bastiaan Driehuys as a Director, who retires in accordance with article 78 of the Articles, and who, being eligible, offers himself for re-election.

6. To re-elect Frank Schulkes as a Director, who retires in accordance with article 83 of the Articles, and who, being eligible, offers himself for re-election.

7. To re-elect Daniel Brague as a Director, who retires in accordance with article 83 of the Articles, and who, being eligible, offers himself for re-election.

8. To generally and unconditionally authorise the Directors for the purpose of section 551 of the Companies Act 2006 (the "Act"), in substitution for all existing authorities to the extent unused, to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate number of 31,865,998 ordinary shares of £0.00037 each ("Ordinary Shares") (being 15 per cent. of the total number of Ordinary Shares in issue as at the date of this notice) provided that this authority shall expire on the earlier of 15 months after the date of passing of this resolution or the conclusion of the annual general meeting of the Company next following the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares or equity securities, as the case may be, to be allotted or such rights granted after such expiry and the Directors may allot shares or equity securities or grant such rights, as the case may be, in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolution as a special resolution:

9. Subject to the passing of resolution 8 above, to empower the Directors, pursuant to the general authority conferred on them and section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash as if section 561 of the Act did not apply to any such allotment, **provided that** this power shall be limited to the allotment of equity securities:

    9.1. made in connection with an offer of securities, open for acceptance for a fixed period, to holders of Ordinary Shares of the Company on the register on a fixed record date in proportion (as nearly as may be) to their then holdings of such Ordinary Shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any legal or practical problems under the laws or requirements of any recognised regulatory body or any stock exchange in any overseas territory or in connection with fractional entitlements); and/or

    9.2. wholly for cash (otherwise than pursuant to paragraph 7.1 above) up to an aggregate number of 31,865,998 Ordinary Shares.

This authority shall expire on the earlier of 15 months after the date of passing of this resolution and the conclusion of the annual general meeting of the Company next following the passing of this resolution but the Company may, before such expiry, make an offer or agreement which would or might require shares or equity securities, as the case may be, to be allotted or such rights granted after such expiry and the Directors may allot shares or equity securities or grant such rights, as the case may be, in pursuance of such an offer or agreement notwithstanding that the power conferred by this resolution has expired.

By Order of the Board

Stephen Austin
Company Secretary

Registered Office:
27-28 Eastcastle Street
London
W1Q 8DH

17 May 2022

Notice of the Annual General Meeting (continued)

NOTES

A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. A proxy need not be a shareholder.

(1) Arrangements for the meeting – COVID-19 outbreak

The continuing coronavirus (COVID-19) pandemic has previously led to the imposition of severe restrictions on public gatherings. Although it appears as at the date of this Notice that these will not apply on the date of the AGM, this remains subject to change. In the event that the AGM venue is closed on the date of the AGM, physical attendance in person at the AGM will not be possible, in which case the meeting will take place with the minimum necessary quorum of two shareholders which will be facilitated by the Company in line with the Government's social distancing advice as at that time.

On this basis, to safeguard Shareholders' and employees' health and to make the meeting as safe and as efficient as possible, the Board:

- encourages Shareholders to submit their votes by proxy as early as possible, and Shareholders should appoint the Chairman of the meeting as their proxy. If a Shareholder appoints someone else as their proxy, that proxy may not be able to attend the AGM in person or cast the Shareholder's vote. All proxy appointments should be received by no later than 2:00 p.m. BST on 27 June 2022;
- strongly recommends CREST members to vote electronically through the CREST electronic proxy appointment service as your vote will automatically be counted. In addition, the Company has also decided that Forms of Proxy can also be submitted by Shareholders electronically (even outside CREST) by emailing a scanned copy of the signed personalised Form of Proxy to voting@shareregistrars.uk.com. Please contact Share Registrars Limited contact number on +44 (0) 1252 821390 for any further guidance. Dealing with paper proxies requires physical interaction such as post sorting and delivery, evaluation and manual input. Given the current situation, any task that requires a physical presence may be subject to disruption and sending a paper proxy is no guarantee of having your vote counted;
- proposes that voting at the meeting will be conducted by means of a poll on all resolutions, with each Shareholder having one vote for each share held, thereby allowing all those proxy votes submitted and received prior to the meeting to be counted;
- encourages you to submit any question that you would like to be answered at the meeting by sending it, together with your name as shown on the Company's register of members and the number of shares held, to the following email address: polarean@walbrookpr.com so that it is received by no later than 2:00 p.m. BST on 24 June 2022. Please insert "AGM – Shareholder Questions" in the subject header box of your email. The Company will endeavour to respond to all questions received from Shareholders at the AGM or within seven days following the AGM; and
- will continue to closely monitor the COVID-19 situation in the lead up to the meeting and make further updates about the meeting on the Company's website at https://www.polarean-ir.com/content/news/corporate-news as necessary. Please ensure that you regularly check this page for updates.

(2) To appoint a proxy, shareholders should use the form of proxy enclosed with this notice of AGM. Please carefully read the instructions on how to complete the form of proxy. For a proxy to be effective, the instrument appointing a proxy together with the power of attorney or such other authority (if any) under which it is signed or a notarised certified copy of the same must be deposited with the Company's registrars, Share Registrars Limited of 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, United Kingdom (the "**Registrars**") or by e-mail to voting@shareregistrars.uk.com, by 2:00 p.m. BST on 27 June 2022, or, if the AGM is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a business day). The completion and return of a form of proxy does not preclude a shareholder from subsequently attending and voting at the AGM in person if he or she so wishes. If a shareholder has appointed a proxy and attends the AGM in person, such proxy appointment will automatically be terminated.

(3) Pursuant to Regulation 41 of Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders on the register of members at 2:00 p.m. BST on 27 June 2022 or, if the meeting is adjourned, 48 hours before the time of the adjourned meeting (excluding any part of a day that is not a business day), shall be entitled to attend or vote at the AGM in respect of the number of ordinary shares of £0.00037 each (the "**Ordinary Shares**") registered in their name at that time. Changes to the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the AGM.

(4) Any Shareholder may insert the full name of a proxy or the full names of two alternative proxies of the Shareholder's choice in the space provided with or without deleting 'the Chairman of the meeting.' A proxy need not be a Shareholder but must attend the meeting to represent the relevant Shareholder. The person whose name appears first on the Form of Proxy and has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow. If this proxy form is signed and returned with no name inserted in the space provided for that purpose, the Chairman of the meeting will be deemed to be the appointed proxy. Where a Shareholder appoints as his/her proxy someone other than the Chairman, the relevant Shareholder is responsible for ensuring that the proxy attends the meeting and is aware of the Shareholder's voting intentions. Any alteration, deletion or correction made in the Form of Proxy must be initialled by the signatory/ies.

Notice of the Annual General Meeting (continued)

(5) A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by that shareholder. A shareholder may not appoint more than one proxy to exercise rights attached to any one Ordinary Share. If a shareholder wishes to appoint more than one proxy, they should contact the Registrars on 01252 821390, +44 1252 821390 from overseas. Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, excluding public holidays. Alternatively, you may write to the Registrars at Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, United Kingdom for additional proxy forms and for assistance.

(6) Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same Ordinary Share.

(7) As at the close of business on the date immediately preceding this notice, the Company's issued share capital comprised 212,439,990 Ordinary Shares. Each Ordinary Share carries the right to vote at the AGM and, therefore, the total number of voting rights in the Company as at close of business on the date immediately preceding this notice is 212,439,990.

(8) A shareholder's instructions to the proxy must be indicated in the appropriate space provided. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. 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 meeting.

(9) This form of proxy must be signed by the appointor, or his attorney duly authorised in writing. The power of attorney or other authority (if any) under which the form of proxy is signed, or a notarised certified copy of the power or authority, must be received by the Registrars with the form of proxy. If the appointor is a corporation, the form of proxy should be signed on its behalf by an attorney or duly authorised officer or executed as a deed or executed under common seal. In the case of joint holders, the signature of any one of them will suffice, but the names of all joint holders should be stated.

(10) CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so for the AGM to be held at 2:00 p.m. BST on 29 June 2022 and any adjournment(s) thereof by following the procedures described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be received by the Registrars (ID 7RA36) no later than 2:00 p.m. BST on 27 June 2022, or, if the AGM is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a business day).

(11) In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrars. In the case of a shareholder which is a company, the revocation notice must be executed in accordance with note 12 below. 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 and must be received by the Registrars not less than 48 hours (excluding any part of a day that is not a business day) before the time fixed for the holding of the AGM or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote. 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.

(12) A corporation's form of proxy must be executed under either its common seal, if any, or under the hand of a duly authorised officer or attorney, in each case as required under the laws of its relevant jurisdiction.