



## THE TRENDLINES GROUP LTD. SUCCEEDING TOGETHER

Transforming futures in agrifood and medtech

ANNUAL REPORT  
**2024**



## The Natural Food Color Revolution

TAL ZELTZER, PHD  
CTO



## CONTENTS

Chair and CEO Statement	03	Corporate Information	46
Corporate Profile	06	Group Structure	47
Financial Highlights and Review	08	Corporate Governance Report	50
Business Review	14	Financial Statements	99
Investor Relations	18	Statistics of Shareholdings	174
Sustainability Report	20	Annual General Meeting Notice	176
Board of Directors	40	Proxy Form	
Senior Management	44		

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

*The contact person for the Sponsor is Mr. Shervyn Essex, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg*

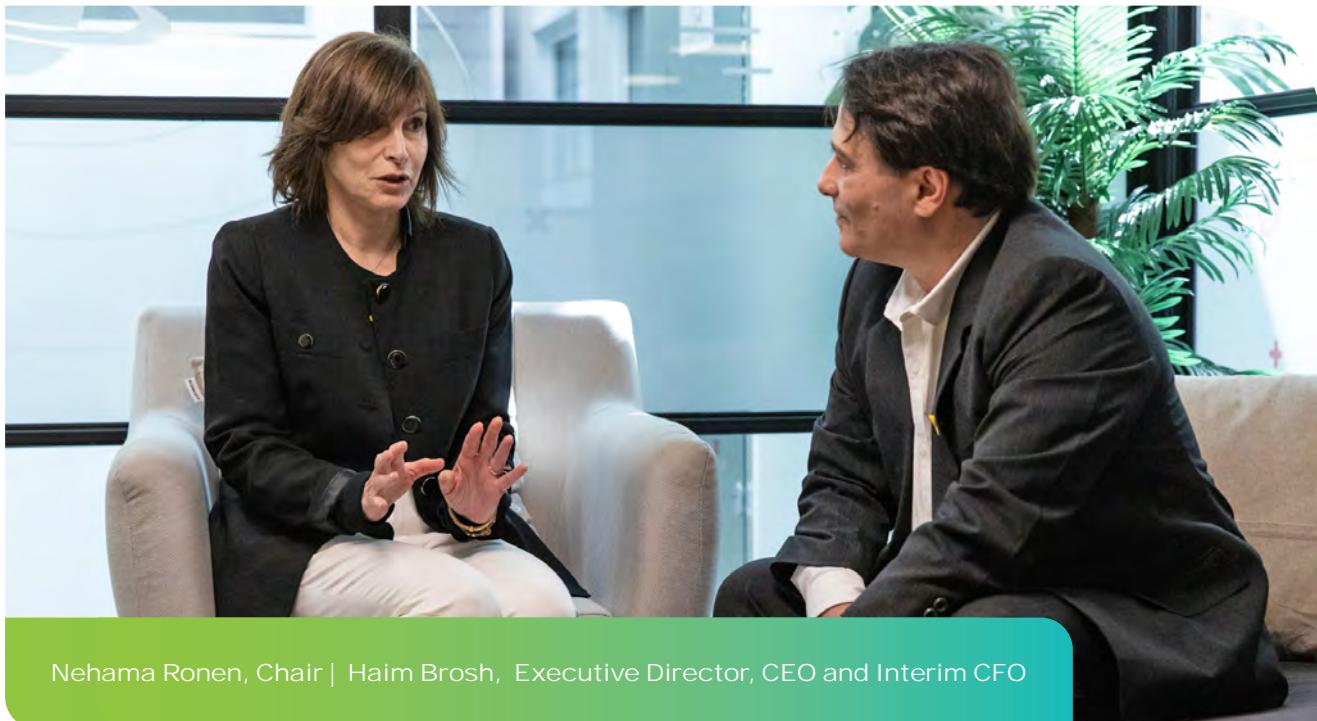
## **Shortened Forms & Acronyms in this Annual Report**

American Depository Receipt ("ADR")  
Annual General Meeting ("AGM")  
Asia Pacific ("APAC")  
Bayer Crop Science LLC ("Bayer Crop Science" or "BCS")  
Bayer Trendlines Ag Innovation Fund ("Bayer Trendlines Ag Fund" or "Ag Fund")  
B. Braun Melsungen AG ("B. Braun")  
Board of Directors ("Board" or "BOD")  
Catalist of the Singapore Exchange Securities Trading Limited ("Catalist of the Singapore Exchange")  
Chief Executive Officer ("CEO")  
Chief Financial Officer ("CFO")  
Chief Operating Officer ("COO")  
Chief Technology Officer ("CTO")  
Compound Annual Growth Rate ("CAGR")  
Environmental, Social and Governance ("ESG")  
Fair Value ("FV")  
Financial Year Ended 31 December 2022 ("FY2022")  
Financial Year Ending 31 December 2023 ("FY2023")  
Financial Year Ending 31 December 2024 ("FY2024")  
First in Human ("FIH")  
Frequently Asked Questions ("FAQs")  
General and Administrative ("G&A")  
General Partner ("GP")  
Global Reporting Initiative ("GRI")  
International Financial Reporting Standards ("IFRS")  
Initial Public Offering ("IPO")  
Intellectual Property ("IP")  
Internal Rate of Return ("IRR")  
Israel Innovation Authority ("IIA")  
Librae Holdings Limited ("LH")  
Maryland/Israel Trendlines Fund GP LLC ("Maryland GP")  
Maryland/Israel Trendlines Fund L.P. ("M/ITF")  
Memorandum of Understanding ("MOU")  
Merger and Acquisition ("M&A")  
Net Asset Value ("NAV")  
OTCQX Market ("OTCQX®," a trademark of the OTC Markets Group Inc.)  
PrimePartners Corporate Finance Holdings Pte. Ltd. ("PrimePartners Holdings")  
Profit and Loss ("P&L")  
Redeemable Convertible Loan ("RCL")  
Research and Development ("R&D")  
Singapore Dollar ("SGD")  
Singapore Exchange Limited ("SGX")  
Singapore Israel Industrial Research and Development Foundation ("SIIRD")  
Special General Meeting ("SGM")  
Task Force on Climate-related Financial Disclosures ("TFCD")  
The Trendlines Group Ltd. ("Trendlines" or the "Company," and together with its subsidiaries, the "Group" or "The Trendlines Group")  
Trendlines Agrifood Fund Pte. Ltd. ("Trendlines Agrifood Fund")  
Trendlines Agrifood Innovation Centre Pte. Ltd. ("Trendlines Agrifood Innovation Centre" or "AFIC")  
Trendlines Agtech Ltd. ("Ag Fund GP")  
Trendlines International Ltd. ("Trendlines International")  
Trendlines Investments Israel Ltd. ("Trendlines Investments", previously Trendlines Agtech-Mofet Ltd.)  
Trendlines Medical Singapore Pte. Ltd. ("Trendlines Medical Singapore")  
Vice President ("VP")  
United Nations Sustainable Development Goals ("UN SDGs")  
United States of America ("US")

## **Trendlines' Portfolio Companies Shortened Forms**

AgriG8 Pte. Ltd. ("AgriG8")  
AgroScout Ltd. ("AgroScout")  
AgwaFarm Ltd. ("Agwa")  
Arcuro Medical Ltd. ("Arcuro")  
Ayzer Sense Pte. Ltd. ("Ayzer Sense")  
BeCapio Ltd. ("BeCapio")  
BioFishency Ltd. ("BioFishency")  
Celleste Bio Ltd. ("Celleste")  
Ceretrieve Ltd. ("Ceretrieve")  
Continale Medical Pte. Ltd. ("Continale")  
CoreBone Ltd. ("CoreBone")  
Dayso Ltd. ("Dayso")  
Dermacut Medical Pte. Ltd. ("Dermacut")  
EcoPhage Ltd. ("EcoPhage")  
ElastiMed Ltd. ("ElastiMed")  
EndoSiQ Pte. Ltd. ("EndoSiQ")  
Equinom Ltd. ("Equinom")  
Escala Medical Ltd. ("Escala")  
Gordian Surgical Ltd. ("Gordian")  
Harp Diagnostics Ltd. ("Harp")  
IBI-Ag Ltd. ("IBI Ag")  
Insectta Pte. Ltd. ("Insectta")  
interVaal Pte. Ltd. ("interVaal")  
iRen Medical Ltd. ("iRen")  
Limaca Medical Ltd. ("Limaca")  
Medulla Pro Pte. Ltd. ("Medulla")  
MetoMotion Ltd. ("MetoMotion")  
NasoTrak Medical Pte. Ltd. ("NasoTrak")  
NICE Surgical Pte. Ltd. ("NICE")  
OccuTrack Medical Solutions Pte. Ltd. ("OccuTrack")  
Peptobiotics Ltd. ("Peptobiotics")  
Phytolon Ltd. ("Phytolon")  
PlanetWatchers Inc. ("PlanetWatchers")  
PregnanTech Ltd. ("PregnanTech")  
ProArc Medical Ltd. ("ProArc")  
ProJini Agchem Ltd. ("ProJini")  
Seger Surgical Ltd. ("Seger")  
SetBone Medical Ltd. ("SetBone")  
Solveat Ltd. ("Solveat")  
Sol Chip Ltd. ("Sol Chip")  
STeP Pte. Ltd. ("STeP")  
STFix Ltd. ("STFix")  
Stimativ G.I. Ltd. ("Stimativ")  
S.T.S. Medical Ltd. ("ST Stent")  
Szone Medical Pte. Ltd. ("Szone")  
TendonPlus Medical Pte. Ltd. ("TendonPlus")  
TierraSpec Ltd. ("TierraSpec")  
Vensica Therapeutics Ltd. ("Vensica")  
Vessi Medical Ltd. ("Vessi")  
ViAqua Therapeutics Ltd. ("ViAqua")  
VisageX Ltd. ("VisageX")  
ZygoFix Ltd. ("ZygoFix")

# Chair and CEO Statement



Nehama Ronen, Chair | Haim Brosh, Executive Director, CEO and Interim CFO

## DEAR SHAREHOLDERS,

On behalf of the Board of Directors and management, we are pleased to present our annual report for the year ended 31 December 2024.

2024 was both a remarkable and challenging year for Trendlines. Amid the turmoil in Israel following the war that began on 7 October 2023—marked by displaced communities, employees called to reserve duty, and the ongoing threat of missile attacks—the resilience and perseverance characteristic of Israeli society prevailed, allowing business to continue.

Despite these challenges, Trendlines achieved significant milestones, including:

- Our portfolio companies secured a record US\$42 million in external capital, a testament to their innovation and growth potential.
- We implemented key organizational changes such as management updates, restructuring, downsizing, and task realignment, resulting in a leaner and more efficient company, better positioned for growth.
- We successfully completed two capital raises on the Singapore Stock Exchange: a Rights Issue in May and a Private Subscription in November.

## RECORD INVESTMENT IN PORTFOLIO COMPANIES IN 2024

Despite a challenging global environment, our portfolio companies secured approximately US\$42 million in external capital, the highest in the Company's history. Key investment milestones include:

- **Vessi Medical** closed a US\$16.5M Series A round for its cryotherapy technology targeting urological tissue, attracting investment from leading players.
- **Vensica Medical** raised US\$11M for Phase 2 clinical trials in the U.S. and Europe for its needle-free botulinum toxin A treatment for overactive bladder.
- **Phytolon** secured funding from Rich Products Ventures, propelling commercialization of its sustainable natural food coloring solutions.
- **Celleste Bio** raised US\$4.5M to accelerate R&D and pilot production of cell-cultured cocoa ingredients, backed by strategic investors like Mondelēz SnackFutures.

Other funding successes include **AgriG8**, **Arcuro Medical**, **Escala Medical**, **Insectta**, **Occutrack Medical**, **Peptobiotics**, **Projini Agchem**, and more.

# Chair and CEO Statement

## CONTINUED IMPLEMENTATION OF STRATEGY

Since November 2022, we have prioritized strategic initiatives aimed at optimizing operations and maximizing value for our stakeholders, a focus we carried forward in 2024.

### Focus on Most Promising Portfolio Companies

We conducted in-depth due diligence on portfolio companies to allocate resources effectively, focusing on those with the greatest potential for significant exits.

### Rationalization of Non-Core Activities

We ceased investments in new portfolio companies and discontinued activities misaligned with our strategic focus, including the disposal of business unit Trendlines Innovation Labs and dissolving the Bayer Trendlines Ag Innovation Fund ahead of schedule.

### Cost Optimization and Efficiency Enhancement

A comprehensive cost optimization program has yielded positive results, with further benefits expected in the coming years. This includes the technical merger of the Company's wholly owned subsidiary, Trendlines Investments Israel, in an absorption-type merger for operational, administrative, financial, and tax reasons.

### Looking Ahead

We aim to continue to leverage our expertise and strategic networks to deepen our support for mature portfolio companies in bringing them to exit at higher values.

## TECHNOLOGICAL AND BUSINESS MILESTONES

Several of our companies achieved significant technological and business breakthroughs:

- **ZygoFix** received FDA clearance for its zLOCK Lumbar Facet Fixation System.
- **Ceretrieve** reported promising results from a multicenter study on its aspiration catheter for acute ischemic stroke treatment.
- **Limaca** secured CMS transitional pass-through payment approval for its Precision-GI™ biopsy device, paving the way for U.S. market entry.
- **Sol-Chip** received a major order for its SolRad devices from a leading European real estate firm.
- **EcoPhage** partnered with Maian to advance eco-friendly crop protection solutions.
- **PregnantTech** published the results of their pilot study, validating their approach and potential impact.

## GOOD GOVERNANCE

We recognize good governance as a cornerstone of sustainability and resilience. In 2024, Trendlines received notable accolades from the Securities Investors Association Singapore (SIAS):

- The **Singapore Corporate Governance Award for Diversity**
- The **Shareholder Communications Excellence Award** in the Small Cap category

These honors underscore our commitment to excellence in governance and communication.

## OUR FY2024 RESULTS

For FY2024, we reported a loss mostly as a result of some write offs of companies from our books, as well as several write-downs in portfolio company valuations.

The fair value of our portfolio decreased slightly in FY2024 compared to FY2023, from US\$66.4 million to US\$66.1 million. This was driven by a US\$9.3 million increase in fair value due to favourable fundraising terms and commercial or technological progress. However, the increase was largely offset by a US\$7.3 million decline from less favorable fundraising terms and business challenges, as well as a US\$2.3 million write-off of two Portfolio Companies due to lack of funding. However, while the IFRS fair value for FY2024 demonstrates a small decrease in value, the non-IFRS fair value information demonstrates a larger increase in value. This growth metric shows the economic growth which is not always reflected in the IFRS value and our financials. This represents the economic growth of the portfolio companies through fund raising at higher valuations and commercial values.

Our total assets were approximately US\$75.3 million as at 31 December 2024, compared to US\$78.1 million as at 31 December 2023. Current assets were US\$6.9 million as at 31 December 2024, compared to US\$8.7 million as at 31 December 2023. Total cash, short and long-term deposits, and receivables stood at US\$6.8 million at the end of FY2024, compared to US\$8.6 million at the end of FY2023. NAV per share as at 31 December 2024<sup>1</sup> was US\$0.06, S\$0.08, or US\$3.14 per ADR, compared to US\$0.07, S\$0.09, or US\$3.40 per ADR as at 31 December 2023.

<sup>1</sup> Exchange rates were derived at the following rates of S\$1.37 as at 31 December 2024 and S\$1.32 as at 31 December 2023.

Our net loss for FY2024 was US\$10.2 million compared to a net loss of US\$34.7 million for FY2023; this loss was mostly attributable to the write-downs and write-offs of a number of portfolio companies.

Total assets decreased by approximately 3.5% from US\$78.1 million as of 31 December 2023 to US\$75.3 million as of 31 December 2024. This was mainly due to a decrease in accounts and other receivables of US\$1.6 million mainly due to receipt of the final instalment from the sale of our former Portfolio Company, ApiFix Ltd.

The Board of Directors sees its responsibility in overseeing the deepening of the transformation plan that has been set in place to turn the Company's results around, of which we have already seen results in the reduction of approximately 30% in total expenses.

On 2 January 2025, the Company announced on the SGXNet that based on preliminary investigations, an employee was potentially involved in suspected misappropriation of funds from the accounts of its Singapore subsidiary, AFIC. The Company subsequently engaged an external investigator and its internal auditor to examine and provide the Company with a report regarding their findings and recommendations.

The Company's internal controls and security measures were examined by the internal auditor. The recommendations of the internal auditor will be implemented by the Company.

### **LOOKING FORWARD TO 2025**

Following the rollercoaster year, we are cautiously optimistic about what 2025 holds. We are looking forward to deepening our support for portfolio companies and assisting them to develop technologically and commercially paving their trajectories for growth. We will continue to focus on developing and priming high-potential portfolio companies towards successful exits. Additionally, we remain steadfast in building on and advancing our strategic transformation plan to optimize operations, enhance efficiencies, and unlock greater value for stakeholders.

The remarkable vision and dedication of the entrepreneurs and teams behind our portfolio companies have driven our achievements of 2024. These accomplishments would not have been possible without the commitment of our investors, the Trendlines team, and our shareholders.

The Israeli people have shown extraordinary strength and unity in these challenging times. Across the nation, individuals have come together to lend support and volunteer wherever needed, ensuring the continued operation of businesses, agriculture, and vital infrastructure.

We are honored to have the opportunity to work alongside all of you. Our heartfelt gratitude goes to our Board, management, and dedicated employees for their unwavering efforts. We also extend our sincere thanks to our partners, investors, entrepreneurs, sponsors, shareholders, and the governments of the State of Israel and the Republic of Singapore for their steadfast support and trust in The Trendlines Group.

**Sincerely,**

**Nehama Ronen, Chair**

**Haim Brosh, Executive Director, CEO and Interim CFO**

# Corporate Profile

The Trendlines Group specializes in investing in medtech and agrifood technology companies in Israel and Singapore.

We don't just invest—we actively support and nurture our portfolio companies at every stage of their journey. As hands-on investors, we go beyond funding by providing comprehensive support, including technology development, business strategy, marketing, financial planning, and commercialization expertise.

Our early-stage companies often operate from our facilities in Israel or Singapore, benefiting from a resource-rich environment that fosters innovation and growth. Many remain with us well beyond their initial years, leveraging our infrastructure and expertise as they scale.

We support the companies we establish and selectively invest in our maturing portfolio. Our collaborative approach includes joint ventures, partnerships, co-investments, and strategic alliances worldwide.

## TRENDLINES' TOP CORPORATE MILESTONES

### 2024

Expanded organizational and operational changes to decrease operational costs and overheads, while focusing only on existing portfolio companies.

Completed two corporate funding rounds.

### 2023

Provided more transparency of portfolio valuations.

Announced management changes.

### 2022

Announced strategic transformation plan to shift focus to existing portfolio companies.

### 2021

Portfolio company OrthoSpin acquired by Synthes GmbH (part of DePuy Synthes, the orthopedics company of Johnson & Johnson).

### 2020

Portfolio company ApiFix acquired by Nasdaq-traded OrthoPediatrics Inc.

### 2019

Established Singapore-based Trendlines Agrifood Fund to invest in innovation-based agrifood tech start-ups in Singapore and in later-stage agrifood tech companies around the world.

### 2017

Launched first investment vehicle outside of Israel, Trendlines Medical Singapore, in partnership with B. Braun and PrimePartners Holdings, with the support of Enterprise Singapore.

### 2016

Established Israel-based Bayer Trendlines Ag Innovation Fund with Bayer Crop Science to invest in the early-stage agrifood tech portfolio companies of the Group.

### 2019

Established Singapore-based Trendlines Agrifood Innovation Centre to leverage technological and scientific knowledge in Singapore and the region.

### 2015

IPO on the Singapore Securities Exchange

### 2012

Held the inaugural AgriVest conference which has grown from a small esoteric conference to one of the leading agtech conferences worldwide.

### 2011

Established Trendlines Innovation Labs to invent and develop technologies to address unmet market needs for The Trendlines Group, and in collaboration with global companies.

### 2007

Acquired an Israeli technology incubator and focused it on developing medical devices and technologies to improve patient outcomes and reduce healthcare costs (Trendlines Medical); concurrently, acquired a second technology incubator in Israel, later focusing on agrifood investments.



Board of Directors' meeting

Footnote: See also the Group Structure on pages 47 to 49 for complete details.

# Portfolio Companies Progress

## Notable 2024 investment rounds

Our portfolio companies raised approximately US\$42 million from external investment during the year.



**16.5**  
US\$ million



**11**  
US\$ million



Undisclosed



**4.5**  
US\$ million

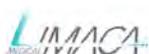


Undisclosed

## Select 2024 commercial and technological milestones



Regulatory



Clinical



Commercial



# Financial Highlights Statement and Review

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

The comparative performance for the assets, liabilities, and equity are based on the Group's financial statements as at 31 December 2024 and 31 December 2023.

Total assets decreased by 3.5% from US\$78.1 million as at 31 December 2023 to US\$75.3 million as at 31 December 2024. This was mainly due to a decrease in Investments in Portfolio Companies of US\$0.3 million and decrease in accounts and other receivables and contingent consideration of US\$1.6 million.

## NON-CURRENT ASSETS

### INVESTMENTS IN PORTFOLIO COMPANIES

The investments in Portfolio Companies of US\$66.1 million as at 31 December 2024 comprised 35 Portfolio Companies presented at fair value (not including the 12 consolidated Singapore based companies). There was a decrease of US\$0.3 million or 0.5% as compared to 31 December 2023.

The changes in the value of our investments in Portfolio Companies were mainly due to:

- i. a decrease of approximately US\$7.3 million in the fair value of various Portfolio Companies mainly as a result of the completion of fund-raising exercises at less favorable terms to the Company and general commercial or technological difficulties demonstrated in some Portfolio Companies in FY2024; and
- ii. the write off of two Portfolio Companies of approximately US\$2.3 million due to a lack of funding.

The decrease in fair value of investments in Portfolio Companies was offset by an aggregate net increase of US\$9.3 million in the fair value of various Portfolio Companies which was derived based on factors such as the terms on which each Portfolio Company completed its fund-raising exercises and each Portfolio Company's commercial or technological progress. In general, favorable terms for fund raising exercises/exists and higher commercial or technological progress would lead to higher fair values.

## CURRENT ASSETS

### SHORT-TERM BANK DEPOSITS

Short term bank deposit increased by approximately US\$0.9 million mainly due to a new deposit that the Company obtained during 2024.

Our total cash and cash equivalents and short-term bank deposits represent 85.62% of our total current assets.

## ACCOUNTS AND OTHER RECEIVABLES

Accounts and other receivables decreased by US\$1.6 million as at 31 December 2024 mainly due to receipt of the final instalment from the sale of our former Portfolio Company, ApiFix Ltd., to OrthoPediatrics Corp in H1 2020.

## CASH AND CASH EQUIVALENTS

The Group recorded net cash used in operating activities of US\$8.8 million in FY2024 and net cash provided by financing activities of US\$8.6 million in FY2024.

## LONG-TERM LIABILITIES

Our long-term liabilities amounted to approximately US\$3.4 million as at 31 December 2024, a decrease of 16.37% as compared to 31 December 2023. Our long-term liabilities represented approximately 47.00% of our total liabilities as at 31 December 2024.

## LOANS FROM THE IIA

The loans from the IIA decreased by US\$0.05 million or 2.04%, from US\$2.3 million as at 31 December 2023 to US\$2.2 million as at 31 December 2024, mainly due to the decrease in fair value of specific Portfolio Companies for which the loans were received, which forms the basis for the calculation of the value of the loans from the IIA in the Group's financial statements.

## CURRENT LIABILITIES

Our current liabilities decreased by approximately US\$1.0 million from approximately US\$4.9 million as at 31 December 2023 to approximately US\$3.9 million as at 31 December 2024.

## TRADE AND OTHER PAYABLES

Trade and other payables remained largely the same, on one side, the decreased is mainly due to provisions relating to projects in the Singapore portfolio companies. This was offset by an increase due to the misappropriation, as the Company has accrued the misappropriated amount as a potential provision to the Trendlines Agrifood Fund, managed by AFIC, and the affected portfolio company.

## SHORT-TERM DEFERRED REVENUES

The Company's deferred revenues are recognized over a period of 24 months (commencing from the date on which the Group provides its service to the respective Portfolio Company).

A decrease of US\$1.0 million in the short-term deferred revenue was mainly due to the absence of new portfolio companies in line with the Company's decision not to invest in new portfolio

companies, and the fact that all of the Company's portfolio companies have completed their incubator period. When a company begins the incubator period, the Company records deferred income that is spread over 24 months. When the incubator period ends, the deferred income also ends.

## EQUITY

As at 31 December 2024, equity attributable to equity holders of the Company amounted to approximately US\$68.0 million.

### TOTAL EQUITY (US\$,000)



## INCOME

Total income increased by approximately US\$20.4 million from a loss of US\$20.9 million in FY2023 to a loss of approximately US\$0.5 million in FY2024.

### GAIN FROM CHANGE IN FAIR VALUE OF INVESTMENTS IN PORTFOLIO COMPANIES

The loss in fair value of investments in Portfolio Companies was US\$3.1 million in FY2024 as compared to a loss in fair value of investments of US\$27.0 million in FY2023.

In FY2024, there was an increase of US\$7.4 million in the fair value of various Portfolio Companies, based on factors such as the favorable terms on which each Portfolio Company completed its fund-raising exercises and each Portfolio Company's commercial or technological progress. In general, favorable terms for fund raising exercises/exists and higher commercial or technological progress would lead to higher fair values.

The increase in fair value of investments in Portfolio Companies was mainly offset by:

- i. a decrease of approximately US\$8.2 million in the fair value of various Portfolio Companies mainly as a result of the completion of fund-raising exercises at less favorable terms to the Company, and general commercial or technological difficulties demonstrated in some Portfolio Companies in FY2024; and
- ii. the write off of two Portfolio Companies of approximately US\$2.3 million as a result of a lack of funding.

### INCOME FROM SERVICES TO PORTFOLIO COMPANIES

Income from services to Portfolio Companies comprised approximately US\$0.6 million received as overhead reimbursement from our Portfolio Companies and approximately US\$0.9 million value of non-cash benefits received from the IIA in Israel. Income from value of non-cash benefits received from the IIA in Israel decreased by approximately US\$1.7 million or 65.66% mainly due to lower number of new Portfolio Companies that were serviced by the Group in FY2024 as compared to that in FY2023.

### INCOME FROM CONTRACTED R&D SERVICES

Income from contracted R&D services decreased by approximately US\$1.7 million or 53.53% due to the closure of Labs as announced by the Company in its announcement dated 27 November 2024.

### FINANCIAL INCOME

Financial income decreased by US\$0.7 million mainly due to (i) a slight strengthening of the Israeli New Shekel against the USD in FY2024 as compared to a weakening of the Israeli New Shekel against the USD in FY2023 and (ii) the re-valuation of the existing loans from the IIA.

### OPERATING, GENERAL, AND ADMINISTRATIVE EXPENSES

Operating, general and administrative expenses decreased by approximately US\$1.2 million or 11.90%. This is in accordance with the Company's strategy of reorganizing operating activities, reducing staff, and significantly reducing expenses as announced by the company on 21 November 2022. However, the decrease in expenses was less than expected due to the misappropriation from funds in the Agrifood Innovation Center in Singapore ("AFIC"). Please refer to Note 19(a) of the Financial Statements in this report.

# Financial Highlights Statement and Review

## R&D EXPENSES, NET

R&D expenses, decreased by US\$1.2 million or 71.95% due to the closure of Labs as announced by the Company in its announcement dated 27 November 2024.

## FINANCIAL EXPENSES

Financial expenses decreased by US\$1.6 million in FY 2024 as compared to FY 2023 mainly as a result of the reduction in FY 2023 in the fair value of the receivable which was recorded upon the sale of our former Portfolio Company, ApiFix Ltd. to OrthoPediatrics Corp in April 2020. For clarity, there are no receivable remaining from the sale of our former Portfolio Company, ApiFix Ltd. to OrthoPediatrics Corp as of 31 December 2024.

## LOSS BEFORE INCOME TAXES

In view of the above, loss before tax benefit in FY2024 was approximately US\$10.2 million compared to a loss of approximately US\$34.7 million in FY2023, mainly due to the loss from the change in fair value of investments in Portfolio Companies as compared to the loss on this item in FY2023.

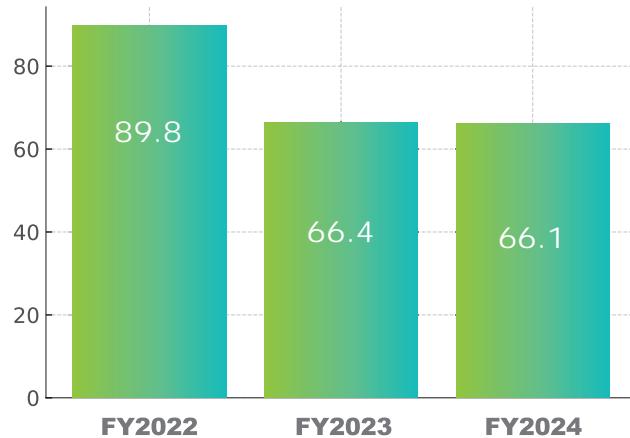
## CONSOLIDATED STATEMENT OF CASH FLOW

Net cash used in operating activities of US\$8.8 million in FY2024 was mainly due to a net loss of US\$10.2 million and adjustments for non-cash items such as (i) loss from changes in fair value of investments in Portfolio Companies of approximately US\$3.1 million; (ii) income from services to Portfolio Companies and R&D contracted services of approximately US\$0.9 million; (iii) investments in Portfolio Companies, net of approximately US\$2.8 million; and (iv) a decrease in accounts and other receivables of approximately US\$1.6 million.

Net cash provided by financing activities of US\$8.6 million in FY2024 was mainly due to an issuance of shares, net of approximately US\$5.6 million, and a series A round investment and SAFE investment in to 6 consolidated portfolio companies in Singapore, involved investors both in Singapore, US and Trendlines Medical Singapore (a subsidiary of the company) and matching funds by SEEDs capital the investment arm of a government agency in Singapore, Enterprise Singapore in total of US\$3.5 million. This increase is offset by the payment of lease liability of Approximately US\$0.5 million.

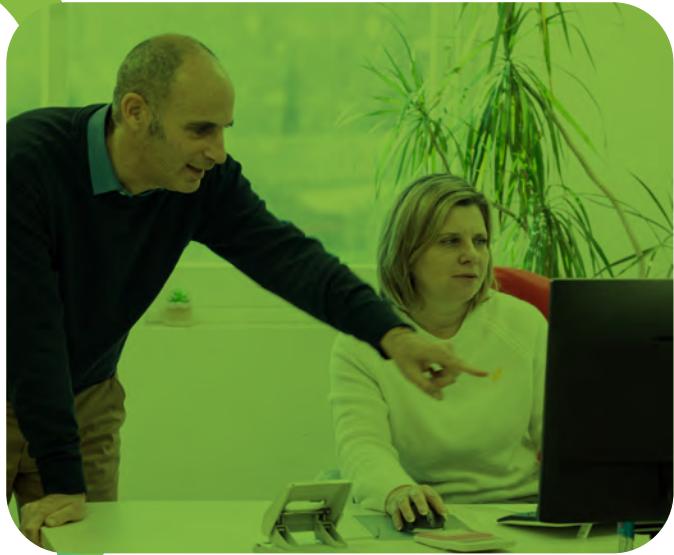
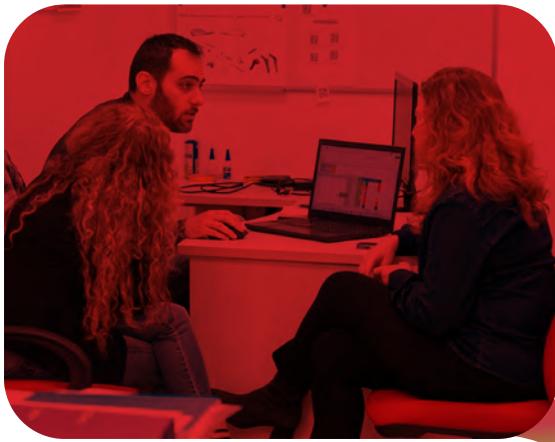
Net cash used in investing activities of US\$0.9 million in FY2024 was mainly due to the new deposit that the company obtained during FY2024.

## FAIR VALUE OF PORTFOLIO COMPANIES (US\$,000)



## FINANCIAL SUMMARY (US\$,000)

	FY2022	FY2023	FY2024
Total portfolio value	89.8	66.4	66.1
Total income/(loss)	2,374	(20,927)	(495)
Total expenses	19,693	13,794	9,704
Income/(loss) before income taxes	(17,319)	(34,721)	(10,199)
Income tax/(expense)	2,156	-	-
Net income/(loss)	(15,163)	(34,721)	(10,199)



**Working  
Together,  
Succeeding  
Together**

# Portfolio Cluster Values

Please see important explanations at the end of this table.

Cluster	Fair Value of Trendlines' Share	Non-IFRS Fair Value of Trendlines' Share (additional information)*	Fair Value of Trendlines' Share	Non-IFRS Fair Value of Trendlines' Share (additional information)*
	U.S. dollars in thousands			
	31 Dec 2024		31 Dec 2023	
Aquaculture & Animal Health	US\$ 3,481	US\$ 3,992	US\$ 2,543	US\$ 3,316
Technology plays a vital role in this industry, both in terms of production and animal health, allowing farmers to optimize systems for water, feed, health, and growth of animals.  According to the US government, aquaculture is one of the fastest growing forms of food production in the world, and there is increasing demand, driven by concerns about climate change, for better methods of animal husbandry.				
Crop Protection	US\$ 5,627	US\$ 12,802	US\$ 6,089	US\$ 9,778
The demand for more sustainable, safer, and cleaner farming methods is coming from consumers, environmentalists, regulators and even the agrochemical industry itself.  Trendlines' aim is to develop precise biological or chemical pesticides that are not harmful to people or the environment.				
Future Food & Ingredients	US\$ 11,065	US\$ 18,794	US\$ 10,451	US\$ 14,225
As concern for the environment and animal welfare grows, there is an increasing demand for alternatives to animal-based products and food products with high carbon footprints. Alternatives include plant-based protein alternatives, cell-cultured foods, and edible insects. With the growing awareness of the link between nutrition and health, there is a trend towards functional ingredients that offer specific health benefits.				
Digitization & Robotics	US\$ 3,590	US\$ 6,774	US\$ 3,971	US\$ 7,425
Digitization and robotics play an increasingly important role in agriculture, as they allow for more efficient management of crops and livestock. Digitization technologies use data from sensors, drones, and other digital tools to track the health and growth of crops and improve supply chain traceability and transparency. Robotics and automation play an increasingly important role in agricultural tasks.				
Net-Zero Technologies	US\$ 5,193	US\$ 5,555	US\$ 4,362	US\$ 6,039
Agriculture and food production are one of the largest contributors to climate change. While all our agrifood companies increase the sustainability of food production, the companies in this cluster are not focused on growing or food production, per se, but rather on providing platform technologies that will reduce the carbon footprint of the sector.				
Cardiology, Neurology & Anesthesia	US\$ 2,979	US\$ 6,554	US\$ 3,012	US\$ 3,857
Technology plays a crucial role in cardiology, neurology, and anesthesia, allowing for better treatment of heart and neurological conditions, as well as safe and effective management of pain and sedation during these procedures.				
Esthetics	US\$ 1,690	US\$ 5,396	US\$ 1,991	US\$ 5,024
Medical esthetics focuses on enhancing a person's function and esthetics through medical and surgical procedures.  Esthetic interventions include scar revisions, reconstructive surgery, and trauma repairs.				
Gastroenterology	US\$ 8,366	US\$ 8,673	US\$ 7,458	US\$ 7,941
Gastroenterology deals with the digestive system and its disorders; interventional gastroenterology additionally accesses other organs through the GI tract. Innovations are being developed by our companies to improve diagnosis, treatment, and quality of life relative to gastrointestinal and interventional gastroenterology procedures.				

Home Healthcare	US\$ 1,040	US\$ 10,073	US\$ 1,853	US\$ 10,687
Home healthcare is a growing part of the healthcare ecosystem due to our growing and aging population, and pressure to reduce costs; the COVID pandemic added a third driver to this rapidly growing sector. Medical and support services provided in our own homes allow us to recover faster from illness or injury, manage chronic conditions, maintain independence, and improve our quality of life.				
Spine & Orthopedics	US\$ 7,302	US\$ 12,419	US\$ 8,402	US\$ 12,402
Innovation in spine and orthopedics is an active area for innovation and development at Trendlines with new technologies and treatments being developed to improve patient outcomes, reduce recovery times, improve quality of life, and reduce costs associated with these treatments. Our last two exits were both companies from this cluster.				
Surgery	US\$ 0,996	US\$ 1,593	US\$ 1,379	US\$ 1,995
Faster often means better for patients and surgeons and ease of access through converting open surgical procedures to minimally invasive procedures saves time and money while improving outcomes. Trendlines' work in the field includes helping to move surgical procedures from the traditional hospital environment to ambulatory surgical centers and doctors' offices.				
Urology & Women's Health	US\$ 14,772	US\$ 26,319	US\$ 14,897	US\$ 27,690
Minimally invasive procedures, cryotherapy, and ultrasound technologies are some of the technologies innovating pelvic health – matters of the bladder, bowels, and reproductive organs. Trendlines' focus on pelvic health therapies is critical for social, mental, and sexual wellbeing.				
<b>TOTAL</b>	<b>US\$ 66,101</b>	<b>US\$ 118,940</b>	<b>US\$ 66,409</b>	<b>US\$ 110,410</b>

**\*Notes and Disclaimer:**

- The additional information (Non-IFRS value) which, as stated, differs from the IFRS fair value at which we carry these investments on our balance sheet, were calculated on the basis of recent portfolio company transactions (last 12 months), as follows:
  1. In cases where the last transaction was through a Share Purchase Agreement (SPA) transaction, our holdings were calculated based on the Pre-Money basis of the transaction, multiplied by the percentage of our holdings. Differences between preferred shares and ordinary shares were not taken into account, including regarding rights of the round which may include preferences (receiving money before others), anti-dilution clauses, etc. Some of these investments were made by shareholders who have an interest in the valuation of the portfolio company and such interests may differ from those of non-related parties, or even from our interests.
  2. In cases where the last transaction was through a Simple Agreement for Future Equity (SAFE)<sup>1</sup> transaction or Convertible Loan Agreement (CLA) transaction, our holdings were calculated on the basis of the pre-defined valuation CAP in the transaction, multiplied by the percentage of our holdings in the company (before conversion of the SAFE or the CLA to equity). A valuation cap may entitle investors to equity priced at the lower of the valuation cap or the pre-money valuation in a subsequent financing. The valuation cap sets the maximum price at which the convertible security will convert into equity. It is noted that SAFE or CLA transactions usually include a discount to the later round of financing. Discounts typically range from 20–30% and may render a valuation cap irrelevant. We also did not relate to the question as to whether the SAFE has a conversion at the end of a certain period with or without a discount and to what type of shares the SAFE is converted.

In all other cases, we used generally accepted valuation methods in accordance with IFRS rules, whether cost method, market approach, etc.

- With respect to all types of transactions detailed above (SPA, SAFE, CLA), we did not take into account whether the investment was made with current investors alone or was led by them or by a new investor.
- Non-IFRS values have not been subject to audit or review by our external auditor and should be used cautiously as an indication of value.
- The Non-IFRS values are intended to provide additional information and should not be considered in isolation or as a substitute for measures of valuation prepared in accordance with IFRS.
- The information contained here does not constitute, nor shall not be deemed to constitute, an offer, invitation, or inducement to invest or otherwise deal in our shares.
- The information contained here should be read in conjunction with our financial statements, annual report, and other announcements.
- Should you be contemplating investments, we urge you to take independent legal, financial, taxation, and other professional advice.

<sup>1</sup> A SAFE is an agreement between an investor and a company that provides rights to the investor for future equity in the company; it is similar to a warrant, except without determining a specific price per share at the time of the initial investment. The SAFE investor receives shares when a priced round of investment, or other circumstance, or liquidity event occurs. Accordingly, a SAFE does not set a transaction-relevant valuation for the portfolio company and the valuation will be determined at the date of conversion into equity.

# Business Review

See also the Chair and CEO Statement in this Annual Report, and the News section of the Trendlines' website ([www.trendlines.com/news](http://www.trendlines.com/news)).

The Trendlines Group invests in and nurtures groundbreaking companies in the fields of medtech and agrifood technology.

With deep expertise in these industries, we have built a strong reputation as leaders in life science investment. This credibility enables us to collaborate with global investment funds and multinational corporations in the medtech and agrifood sectors, co-investing in our portfolio companies and facilitating their acquisitions.

## CORPORATE

The aftermath of the 7 October 2023 terrorist attack on Israel and the ensuing war led to some uncertainty in the investment environment in Israel, especially in the first half of 2024.

Notwithstanding, Trendlines completed two successful capital raises on the Singapore Stock Exchange, a Rights Issue in May and a Private Placement completed in November.

Despite the geopolitical tensions, our portfolio companies (excluding portfolio companies of the managed venture funds) raised approximately US\$42 million from external investment during the year. Alongside our controlling shareholder, we remain actively involved in and committed to supporting the financing of selected portfolio companies. Furthermore, numerous portfolio companies benefited from non-dilutive funding through grants provided by the governments of Israel, Singapore, and Europe.

Following funding milestones, many companies also achieved technological and business milestones.

2024 was also one in which we made many organizational changes, from management changes, to focusing on core business units, and consolidating company structure, downsizing of staff members and realignment of tasks, culminating in a leaner and more focused company by the year end.

We are proud to have been awarded two top awards at the Securities Investors Association (Singapore) Investors' Choice Awards 2024. Trendlines was named winner for both the Singapore Corporate Governance Award for Diversity as well as the Shareholder Communications Excellence Award in the Small Cap category.

## Team

Trendlines' employees in Israel and Singapore provide intense support for our portfolio companies in technology and business development, R&D, finance, marketing communications, and administration.

*For additional information, see the Senior Management chapter in this Annual Report and the Our Team page on the Trendlines' website - <https://www.trendlines.com/team>. For a breakdown of the team's diversity metrics, see the Sustainability Report Chapter in this Annual Report.*

## TRENDLINES INVESTMENTS ISRAEL

In Israel, we experienced a financial investment slowdown in 2024 due to the geopolitical instability in the region. The attack by the Hamas terrorist organization on Israel on October 7, 2023, and the ensuing conflict affected the ability of Israeli portfolio companies to secure funding. Many faced operational challenges and difficulties in raising capital as their CEOs and team members were called to army reserve duty. This situation disrupted various aspects of business, including delays in clinical trials, supply chain issues, restrictions on international travel, and forced relocations to new workspaces. Despite these significant obstacles, many of our portfolio companies successfully secured funding and achieved critical business milestones such as commercialization, regulatory approvals, and progress in clinical and field studies. We are immensely proud of their dedication and resilience in these challenging circumstances. In December 2024, we announced a technical merger of Trendlines Investments Israel into the Group. From next year, we will report its business progress as a part of the Group.

## Investment updates:

- **Vessi Medical** closed a US\$16.5M Series A round for its innovative cryotherapy technology for treating urological tissue.
- **Vensica Medical** raised US\$11M to fund upcoming Phase 2 clinical trials in the U.S. and Europe for its needle-free botulinum toxin A treatment for overactive bladder (OAB).
- **Phytolon** secured investment from Rich Products Ventures to drive commercialization of its sustainable natural food coloring solutions, marking a milestone for the natural food color market.

- **Celleste Bio** announced a US\$4.5M seed round led by Supply Change Capital, with contributions from Mondelēz SnackFutures, Consensus Business Group, and others. Funding will accelerate R&D and pilot production of cell-cultured cocoa ingredients.

Other funding successes included **Arcuro Medical**, **Escala Medical**, **Projini Agchem**, and more.

#### **Technological and Business milestones:**

- **ZygoFix** received FDA clearance for its zLOCK Lumbar Facet Fixation System, backed by clinical evidence from European trials.
- **Certrieve** reported successful results from a multicenter study of its aspiration catheter for treating acute ischemic stroke.
- **Limaca Medical** earned CMS transitional pass-through payment approval for its Precision-GI™ biopsy device, boosting U.S. market entry. This followed FDA Breakthrough clearance.
- **Sol-Chip** received a major order for 20,000 SolRad devices from a leading European real estate firm, enhancing energy efficiency in property management.
- **EcoPhage** partnered with Brazilian raw materials giant Maian to market its bacteriophage-based GoldenEco, advancing eco-friendly crop protection.
- **PregnanTech** published the results of their pilot study, in a leading Obstetrics and Gynecology medical journal, validating their approach and underscoring the potential impact of the LIONESS™ device. The Company has partnered with two international medical device manufacturers.

#### **TRENDLINES MEDICAL SINGAPORE**

Trendlines Medical Singapore was established in 2016 to establish, incubate and commercialize of healthcare innovations. The incubator is supported by the government of Singapore and actively collaborates with local research institutions, hospitals, and multinational medical companies.

All of our Trendlines Medical Singapore portfolio companies are currently consolidated into our financial statements; accordingly, they have not been subject to independent valuations and do not appear in our financial statements as investments in portfolio companies.

- During 2024, three Singapore companies progressed with clinical studies and two companies prepared for FDA submission in 2025.
- In 2024, Ayzer Sense, Medulla Pro, and Nasotrak closed Series A funding rounds with investors, including SEEDS Capital.

#### **TRENDLINES AGRIFOOD FUND AND TRENDLINES AGRIFOOD INNOVATION CENTRE (AFIC)**

##### **Investment Updates**

In 2024, the Agrifood Fund continued its strategic consolidation within its portfolio by actively supporting portfolio companies in raising external funds and identifying commercial opportunities. This approach led to significant growth among the existing portfolio companies, strengthening their market presence and business operations.

In June 2024, the Agrifood fund lead a Pre-A investment round in its portfolio company AgriG8. The round was joined by Better Bite Ventures and SEEDS Capital to support AgriG8's ongoing efforts in the decarbonisation of rice farming in Asia by helping rice farmers reduce methane emissions by up to 55%.

In October 2024, a year after the Agrifood Fund participated in the follow-on investment Series A round, Peptobiotics successfully launched its first commercial product in Vietnam, aiming to replace antibiotics for diseases prevention within current shrimp farming practices. This milestone was marked by the company's first direct sales to farmers, with customers reporting positive on-farm use cases.

##### **Singapore Accelerator Programs**

AFIC strengthened its commitment to fostering early-stage agrifood startups by organizing two accelerator programs, attracting over 30 innovative startups from both local and global markets. This year, AFIC took its efforts a step further by collaborating with the Canadian Technology Accelerator (CTA), successfully supporting Canadian companies in entering and navigating the regional market. Through these initiatives, AFIC continues to solidify its role as a key player in driving innovation and growth within the agrifood ecosystem.

# Business Review



- Phytolon successfully achieved first milestone (with Ginkgo Bioworks) to produce vibrant natural food colors via two producing strains and secured funding from Rich Products Ventures to bring natural food colors to market.



- Ceretrieve announced groundbreaking success in ischemic stroke cases.



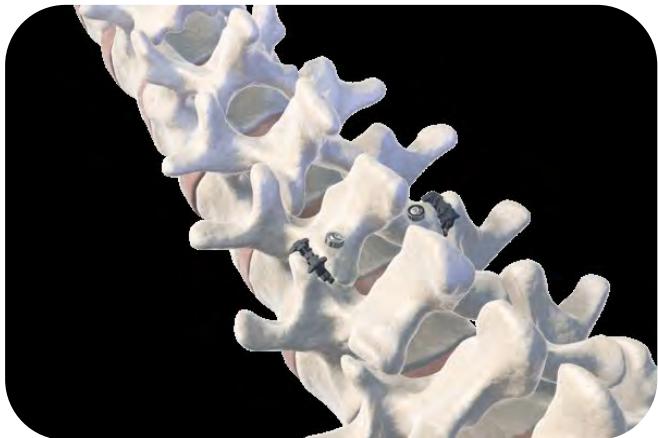
- Vessica Medical secured US\$11M in funding to support Phase 2 trials for overactive bladder treatment.



- Vensica Medical secured US\$11M in funding to support Phase 2 trials for overactive bladder treatment.



- Cocoa-tech company Celleste Bio closed US\$4.5M seed round to scale production of cell cultured cocoa.



- ZygoFix received FDA clearance for its zLOCK lumbar facet fixation system.



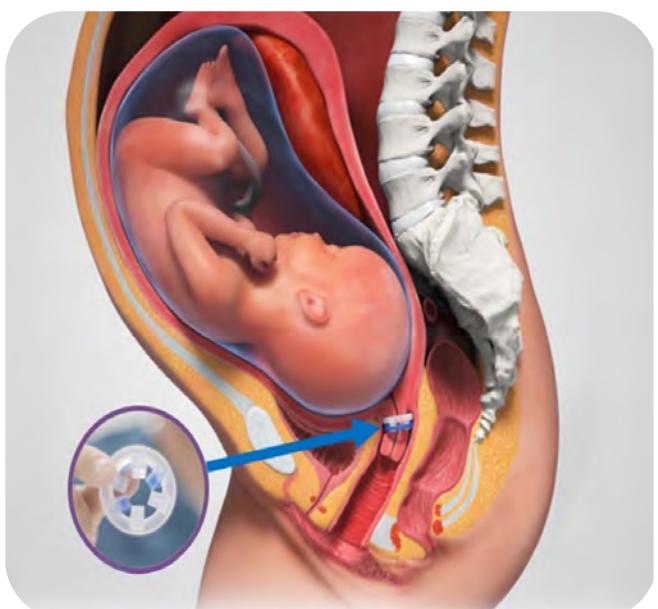
- Escala Medical ramped up sales of its incision-free repair solutions for women with Pelvic Organ Prolapse.



- Limaca's Precision-GI was granted CMS Transitional Pass-Through (TPT) Payment.



- Occutrack Medical Solutions Pte Ltd was awarded "Best Use of AI in Healthcare of the Year" by MedTech World.



- PregnanTech confronts the preterm birth crisis and brings new hope with successful clinical trial.

# Investor Relations

Trendlines is deeply committed to transparently sharing detailed and timely material information, ensuring shareholders and the investment community are well-informed about the challenges and achievements of our Company. We not only meet all legal and regulatory standards but consistently exceed them by providing an expanded view of our activities and portfolio companies. As the recipient of the Shareholder Communications Excellence Award in the Small Cap Category at the Sias Investors' Choice Awards 2024, we reaffirm our dedication to delivering comprehensive information to our shareholders.

We share key corporate updates about the Group and our portfolio companies clearly and factually through various channels, including:

- Publishing regular monthly updates on Company announcements and portfolio developments.
- Issuing an annual report, a semi-annual financial report, and progress reports.
- Making announcements via the SGXNet and OTCQX, as well as through shareholder alerts.
- Hosting a detailed website with investor resources, information on The Trendlines Group, individual portfolio company updates, and the latest news/announcements.
- Releasing press statements as needed.
- Engaging in interviews with financial and general press reporters and analysts.
- Publishing investor presentations on the SGXNet, the OTCQX and our website.
- Meeting shareholders and analysts for reviews and Q&A sessions.
- Sharing our corporate newsletter, the Trendletter.

Our proactive and consistent communication ensures stakeholders remain informed and gain a deep understanding of our business. Alongside our digital efforts, we also hold AGMs, SGMs, and individual meetings with shareholders and the wider investment community.

## 2024 INVESTOR RELATIONS ACTIVITY

In 2024, we resumed holding our AGM and SGMs in person, offering the opportunity for face-to-face interactions with some of our shareholders and fostering more meaningful dialogue.

Following the October 7, 2023, attack on Israel and the subsequent state of war throughout 2024, we kept shareholders informed with updates on the situation, its impact on our operations, and the measures we were implementing to navigate the evolving circumstances and uncertainties.

Our monthly investor-focused updates compile key announcements and business developments into a single document. In addition, we regularly release updated investor presentations. All events and announcements are readily available on the SGXNet, OTCQX, and in the Investors section of the Trendlines website: <https://www.trendlines.com/investor-relations/>.

## OUR COMMITMENT TO MULTICHANNEL COMMUNICATION

The Investors section of our website provides shareholders and potential investors with easy access to announcements, presentations, financial reports, and annual statements. We encourage users to subscribe to our alerts to stay updated on monthly investor-focused updates, announcements, filings, and other news.

Contact information for investor-related inquiries can be found on our website at <https://www.trendlines.com/investor-relations/>. Our corporate website ([www.trendlines.com](http://www.trendlines.com)) offers a comprehensive overview of our operations, including details about our investment approach, portfolio companies, their accomplishments, and our team. The News section features media coverage about Trendlines and our portfolio companies.

The Trendletter, our corporate newsletter, is distributed globally via email, providing updates on our organization, portfolio companies, events we host or attend, and news related to the Group or its portfolio companies. Visitors can subscribe to the Trendletter using the form at the bottom of our homepage ([www.trendlines.com](http://www.trendlines.com)) and can opt out at any time.

We maintain an active presence on social media platforms, including LinkedIn, Facebook, and X, where we share corporate and industry-related updates to engage with our global audience.

Looking ahead to 2025, our investor relations strategy remains centered on enhancing awareness of our business model, overall strategy, and the progress and milestones achieved by our portfolio companies.

## EVENTS

Recognizing the benefits and importance of face-to-face meetings and events with investors and partners, we hope to conduct more physical meetings in 2025.



# Sustainability Report

## BOARD STATEMENT

The Board of Directors of The Trendlines Group ("Trendlines" or "Company") is pleased to share our sustainability report for the fiscal year ending 31 December 2024, highlighting our approach to responsible governance and sustainable investment practices. The Board closely monitors key ESG factors and ensures they are effectively managed through stakeholder engagement, identifying relevant issues, and regular oversight.

At Trendlines, we embed ESG considerations in our investment processes, from screening to portfolio development. The Board and Management oversee sustainability from multiple perspectives—corporate, investment, and through continuous collaboration with our portfolio companies, partners, and stakeholders.

In 2024, our portfolio companies faced challenges similar to others worldwide, including inflation, geopolitical uncertainties, and increasing interest rates, which impacted their fundraising and budgeting capacities. Israel was more intensely affected due to the ensuing war through 2024 that further intensified the challenges of start-up companies and the Israeli ecosystem as a whole. We have taken extra measures to support them during this period, carefully evaluating funding requirements and finding innovative ways to optimize resources. We continue to work closely and monitor both employees and portfolio companies' needs on an ongoing basis, with support wherever possible through these geopolitically unpredictable times. We see this as an essential element of our business resiliency that facilitates our ability to navigate and respond to unexpected crises.

Our investments in the medtech and agrifood sectors address critical global needs in agriculture, food security, and healthcare—sectors that are crucial for continued human prosperity. Trendlines is dedicated to providing our portfolio companies with the resources they need and guiding them toward sustainable business strategies and growth paths.

During 2024, the Company made several management and structural changes. These changes served to streamline operations, create a more focused approach on our business and portfolio company investments to provide a more sustainable model for our stakeholders moving forward.

## ABOUT THIS REPORT

### Scope and Approach

This report shares our annual update on sustainability initiatives and performance covering the period 1 January 2024 to 31 December 2024, with data from previous financial years for comparison if applicable. It follows the Global Reporting Initiative ("GRI") Universal Standards 2021 and uses the GRI reporting principles for Report Content and Report Quality and is also guided by the recommendations of the Task Force on Climate-related Financial Disclosures ("TCFD"). The GRI Standards have been chosen as they are a recognized wide-ranging and global standard for sustainability reporting. This report is published in accordance with the SGX Sustainability Reporting requirements as set out in Catalyst Rules 711A and 711B.

The information presented in this report covers all of the entities that are part of the Trendlines Group. Regarding environmental and employee metrics, we have included our headquarters in Israel and facility in Singapore. As investors in the agrifood and medtech industries, ESG considerations are integral to our business model. While we highlight in this report some of the sustainability benefits our portfolio companies provide, like reducing the environmental impact of food production and enhancing healthcare efficiencies, it does not encompass complete ESG performance and data for these companies. One ongoing challenge is that ESG data for our portfolio companies is often unavailable or difficult to compare, as they are early-stage companies without the established resources, systems, or processes to gather, monitor, and report on relevant metrics. Additional information on portfolio companies' performance can be found in the Business Review chapter of this Annual Report and on the individual companies' websites.

### Review

We have not sought external assurance for this report but may consider doing so in the future. Our Audit Committee and Internal Auditor review the ESG reporting processes in accordance with their audit cycle. We welcome feedback from all stakeholders on this Sustainability Report. For any questions or comments about this Sustainability Report, please email us at: [info@trendlines.com](mailto:info@trendlines.com).

## GOVERNANCE FOR SUSTAINABILITY

At Trendlines, we believe that sustainability begins with strong corporate governance. Our Board, comprising five(5) independent directors, including a Chair, along with our executive management team, leads our sustainability strategy, including oversight of climate-related risks and opportunities. This involves identifying key issues, managing sustainability-related activities effectively, and engaging with stakeholders. All Board members have received training in sustainability, though executive remuneration is not tied to sustainability performance.

The Board provides guidance to the Sustainability Taskforce (shown in Figure 1), which is responsible for executing and monitoring sustainability initiatives, including climate-related matters. The Taskforce, made up of Trendlines' CEO, Head of Investor Relations, Corporate Controller, and Director of Operations, handles the daily aspects of sustainability—collaborating with portfolio companies, tracking ESG metrics, ensuring compliance, and reporting critical sustainability issues to the Board. The Board collaborates with the Taskforce on setting goals and targets to address climate-related challenges.

**TABLE 1**

Stakeholder Engagement			
Key stakeholders	Engagement platform/s	Frequency	Issues/needs identified
Investors/shareholders	<ul style="list-style-type: none"> <li>Announcements through the SGX and OTCQX exchange</li> <li>Company communication platforms</li> <li>Quarterly calls/meetings</li> <li>Personal e-mail</li> <li>Website</li> </ul>	<ul style="list-style-type: none"> <li>On average 2-3 announcements per month. As required by regulation.</li> <li>Call/meeting about once a quarter.</li> </ul>	<ul style="list-style-type: none"> <li>Financial performance and future direction for the Company</li> <li>Operational efficiency and corporate strategy</li> <li>Crisis communication management</li> </ul>
Employees	<ul style="list-style-type: none"> <li>Staff meetings</li> <li>Personal communications</li> <li>Annual performance review</li> <li>Company events</li> </ul>	<ul style="list-style-type: none"> <li>Monthly staff meeting</li> <li>Annual employee review</li> <li>Training according to annual program</li> <li>Fun or volunteering in community days</li> </ul>	<ul style="list-style-type: none"> <li>Corporate strategy and company direction and updates</li> <li>Company policies and directives</li> <li>Community involvement and commitment</li> </ul>
Portfolio companies	<ul style="list-style-type: none"> <li>Quarterly updates, meetings, regular correspondence</li> <li>Quarterly deep progress evaluation</li> <li>Director involvement on company boards</li> <li>Training materials and sessions</li> <li>Pitch opportunities</li> </ul>	<ul style="list-style-type: none"> <li>Monthly to quarterly</li> </ul>	<ul style="list-style-type: none"> <li>Milestone achievements</li> <li>Funding and planning</li> <li>Strategic developments</li> <li>Crisis management</li> </ul>
Business and ecosystem partners	<ul style="list-style-type: none"> <li>Quarterly updates/communications</li> <li>Conferences and webinars</li> </ul>	<ul style="list-style-type: none"> <li>Varies from monthly to quarterly</li> </ul>	<ul style="list-style-type: none"> <li>Portfolio developments</li> <li>Event planning for sharing information and building networks</li> </ul>
Governmental institutions	<ul style="list-style-type: none"> <li>Monthly reports and bi-annual visits</li> <li>Mail and phone correspondence</li> </ul>	<ul style="list-style-type: none"> <li>Monthly, quarterly, and annual reports on progress of portfolio company milestones.</li> </ul>	<ul style="list-style-type: none"> <li>Portfolio developments and milestones</li> <li>Funding needs and gaps</li> <li>Ecosystem strengthening</li> </ul>

**Figure 1: Sustainability Governance Structure**



## MATERIALITY ASSESSMENT

The table below lists the material aspects relevant to our business as identified by our stakeholders. The interests and requirements of key stakeholders are also considered when formulating corporate strategies.

# Sustainability Report

## ESG Investment Integration

Our continual goal is to pinpoint key ESG issues that impact our organization, investment fields, and portfolio companies. We integrate ESG principles directly into our investment philosophy by concentrating on two main sectors: agrifood tech and medtech. These sectors inherently support several of the United Nations Sustainable Development Goals. One challenge we encounter is the limited accessibility and consistency of ESG data for start-ups, as they often lack the resources and structures needed to gather and report relevant information systematically and comprehensively.

After making an investment, we focus on governance policies and procedures as we engage with and monitor our portfolio companies. By requiring clear frameworks for accountability, control, and both financial and non-financial reporting, we ensure strong governance standards. This approach allows us to track and support our portfolio companies' progress, helping them reach key milestones, succeed in the marketplace, and deliver returns on our investment.

Trendlines balance ESG considerations with our corporate strategy and investments, aligning with the global trend of ESG investing. ESG factors are integrated into our investment ethos, process, impacting the risk/return outlook and outcomes of investee companies. These factors encompass business, environmental issues, social issues, and governance issues.

Our materiality assessment involved a four-step process.

1. Identification
2. Rating
3. Prioritization
4. Validation

### Identification

We identified a number of material factors to the sustainability of our business (set out in the bullets below). Through a process of rating and then prioritization, we focused on a number that we see as most material to our ESG progression.

**TABLE 2**

Business/Financial	Environmental	Social	Governance
<ul style="list-style-type: none"><li>• Business resilience and focus</li></ul>	<ul style="list-style-type: none"><li>• Working towards a more sustainable environment</li></ul>	<ul style="list-style-type: none"><li>• Diversity and inclusion</li><li>• Ecosystem involvement</li><li>• Social resilience support</li><li>• Employee well-being</li></ul>	<ul style="list-style-type: none"><li>• Business ethics and policies</li><li>• Regulatory compliance</li><li>• Crisis management</li><li>• Portfolio company monitoring and assessment</li></ul>

## BUSINESS/FINANCIAL RESILIENCE

### Definition

Business resilience refers to the capacity to swiftly adjust to unpredictable situations and risks while preserving essential operations. It reflects the Company's strength in handling pressures and sustaining core functions to thrive in changing environments. It reflects the Company's ability to make decisions in alignment with its core functions and business focus.

### Risks

Short-term risks may include the geopolitical instability of the region as well as financial risks due to corruption/misconduct or cybersecurity risks, mid-term risks may include fast-changing technologies and regulatory policies. Longer-term risks may include impact from climate change and geopolitical changes.

### Opportunities

Short-term opportunities may be the improvement of financial performance while mitigating risks. Mid-term opportunities may be the realization of assets based on astute decision-making.

Long-term opportunities may be achieving competitive advantage in our area of expertise by keeping abreast of technological developments in our focus investment sectors, by focusing resources appropriately and in so doing achieving financial stability and ensuring the continued resilience of the business.

### Targets for 2025

To ensure adequate working capital to manage market fluctuations and uncertainty, and to stabilize cash flow during periods of uneven income.

To ensure that our financial systems are protected from risks of misconduct/corruption and from cybersecurity attacks.

Through 2024, we made no new investments and did a deep analysis of our current portfolio and business activities culminating in a streamlining process to focus efforts on our core strengths and activities. A reduction in staff and changes in management also reflect this strategic focus. We completed two fundraising deals, one a public Rights Issue and the other a Private Placement to ensure enough capital for the near future. The implementation of this plan will continue into 2025. The ability to make and implement a strategic plan serves to build the resilience of the Company for the long-term.

Additionally, we put in place procedures to prevent phishing attacks through e-mail which may lead to security breaches.

See the Financial Highlights section for detailed information on our economic performance.

**TABLE 3**

Total number of active portfolio companies*	42
No. of investments in new portfolio companies in 2024	Zero
Portfolio fair value	US\$66.1 million

\* Not including the Agrifood Fund portfolio

## ENVIRONMENTAL

### Definition

Monitoring and measuring our environmental footprint, while creating awareness and encouraging employees in environmentally friendly practices. The monitoring and measure of Scope 1 (direct GHG emissions) and Scope 2 (indirect GHG emissions) and Scope 3 (indirect GHG emissions) assist to monitor our environmental footprint. For disclosure on our emissions, see Tables 4.1-4 below.

Additionally, many of the companies in which we invest have the potential to make a meaningful impact on reduction of use of natural resources such as water and land, as well as energy use.

### Risk

In the near term, climate change is impacting natural habitats, presenting short, medium- and long-term risks to food production, physical assets, infrastructure, and the wider natural environment.

### Opportunity

In the short term, we have the chance to adopt and support environmentally responsible practices, promoting investment in sustainable companies that help reduce climate impact, while mitigating the risks associated with food production disruptions due to climate changes.

Over the medium to long term, impact investing is expected to expand as demand grows for sustainable technologies that are also healthier and for business solutions that do not cause long-term environmental damage. Accordingly, investment and resources on companies that have large-scale solutions to huge health, supply chain, or environmental issues could result in bigger merger and acquisition events.<sup>1 2 3</sup>

Please see section "**Investment in environmentally sustainable businesses**" for more details.

<sup>1</sup> <https://www.morganstanley.com/ideas/sustainable-investing-on-the-rise>

<sup>2</sup> <https://online.hbs.edu/blog/post/sustainable-investing>

<sup>3</sup> <https://www.datasite.com/en/resources/insights/m-a-trends-report--climate-change-and-the-mergers-and-acquisitions-landscape>

# Sustainability Report

## Targets for 2025

We are committed to conducting our business operations as responsibly as possible, continually seeking ways to reduce our environmental impact in the short, medium, and long term. Recording and maintaining current greenhouse gas (GHG) emissions levels helps us to keep track of our operating costs and consumption related to energy, water, and fuel consumption, as well as our overall environmental impact. Starting in FY2024, we have included emissions from business-related flights into our GHG emissions.

Our environmental performance reporting includes data collection and emissions monitoring from our daily activities in Israel and Singapore, covering fuel used for employee

transportation, electricity and water consumption. While our business has a relatively low demand for natural resources, we remain dedicated to reducing, or at the very least not increasing, our carbon footprint each year. We strive to save on purchases and review our supply chain for the most efficient and sustainable practices to improve our operations.

## Energy Use

The Group targets to maintain the same energy usage levels from year to year per square meter while considering changes in business activities at our premises. We aim for a gradual reduction by constant reminders to employees on energy-saving behaviors, as well as the examination of the adoption of energy-saving technologies where appropriate.

## Minimizing Environmental Impact

Climate-related Physical Risks	Time period	Potential Impact	Mitigation Measures
1. Extreme weather events such as droughts, very high temperatures, floods	Short to medium term	<ul style="list-style-type: none"><li>a. May cause disruptions or extra expenses to operations</li><li>b. Impact is unpredictable and location-specific even within Israel or Singapore</li><li>c. Incur costs to repair or replace damaged assets</li><li>d. May cause increase in insurance costs</li></ul>	<ul style="list-style-type: none"><li>a. Monitoring weather forecasts to ensure safety of employees</li><li>b. Map out contingency plans and insurance coverage to minimize damage.</li></ul>
2. Forest fires	Short to medium term	<ul style="list-style-type: none"><li>a. Potential damage to physical assets</li><li>b. Incur replacement or repair costs</li><li>c. Increase in insurance costs</li></ul>	<ul style="list-style-type: none"><li>a. Monitor reports on fires in the areas of business</li><li>b. Ensure that fire safety measures are in place and equipment works.</li></ul>
3. Changes in weather patterns causing higher temperatures, water stress and volatile rain periods.	Medium to long term	<ul style="list-style-type: none"><li>a. Potential increase in operational costs for heating/cooling</li><li>b. Increase in water prices</li></ul>	<ul style="list-style-type: none"><li>a. Ensure climate-resilient infrastructure to reduce energy-related expenses.</li><li>b. Install water-saving technologies where possible.</li></ul>

Climate-related Transition Risks	Time period	Potential Impact	Mitigation Measures
1. Policy and regulation risks that demand more disclosures, higher standards, and carbon emission caps.	Short to long term	<ul style="list-style-type: none"><li>a. Regulations impact operations through high demands for environmental and sustainable practices.</li><li>b. Increase the cost of doing business due to compliance with disclosure requirements and measures.</li></ul>	<ul style="list-style-type: none"><li>a. Keep abreast of regulatory changes and developments.</li><li>b. Maintain an operations policy that is constantly looking for ways to improve and change practices according to new regulations.</li><li>c. Perform regular audits on operations to examine practices.</li></ul>
2. Financial risks where financial institutions and investors examine climate risks as one of their diligence procedures.	Medium to long term	<ul style="list-style-type: none"><li>a. Reduced access to capital</li></ul>	<ul style="list-style-type: none"><li>b. Align with financial institution and investor preferences</li><li>c. Seek out institutions that are interested in impact investing</li></ul>

Climate-related Opportunities	Time period	Potential Impact	Potential Measures
<ol style="list-style-type: none"> <li>1. Climate-related crises in production of certain food products such as cocoa, coffee etc.</li> <li>2. Banning of synthetic food colors by the FDA</li> <li>3. Changing consumer demands or preferences</li> </ol>	Short to long term	<ol style="list-style-type: none"> <li>a. Hike in prices of commodities</li> <li>b. Consumer behavior changes and choices</li> <li>c. Changes in food company manufacturing processes due to regulatory changes.</li> </ol>	<p>Investment in environmentally sustainable food technologies (See examples in <b>Investment in environmentally sustainable businesses</b>):</p> <ol style="list-style-type: none"> <li>a. Bring new technologies to market that can mitigate environmental damage and provide solutions to supply chain disruptions in food production.</li> <li>b. Bring new technologies to market that mitigate health concerns over harmful ingredients or processes.</li> </ol>
4. Energy efficiency	Short to long term	<ol style="list-style-type: none"> <li>a. Adopting energy-efficient practices to reduce operating costs and carbon emissions.</li> <li>b. Bring new technologies that enable energy saving to large market sectors.</li> </ol>	<ol style="list-style-type: none"> <li>a. Continue to implement and explore energy efficiency measures.</li> <li>b. Investment in new energy technologies. (See examples in <b>Investment in environmentally sustainable businesses</b>)</li> </ol>

**TABLE 4.1 Energy Consumption**

	FY2022 kWh	FY2023 <sup>4</sup> kWh	FY2024 kWh	FY2024 Performance	FY2025 (Targets)
Israel 1,950 sqm	193748 for 1950sqm Energy intensity measured at 583 kgCO2e per kWh Carbon emissions 112,955 kgCO2e	233912 for 1950sqm Energy intensity measured at 583 kgCO2e per kWh Carbon emissions 124,473 kgCO2e	256324 for 1950 sqm Energy intensity measured at 583 kgCO2e per kWh Carbon emissions 149,437 kgCO2e	Energy usage in 2024 increased as compared to 2023. The increase was mainly due to an increase in the energy intensive activities of a number of portfolio companies in our offices.	Maintain similar energy usage per sqm
Singapore	Not measured  Energy intensity measured at 471 kgCO2e per kWh Carbon emissions 13204,77 kgCO2e	28035.62 kWh for 496 sqm Energy intensity measured at 471 kgCO2e per kWh Carbon emissions 12750,35 kgCO2e	27071.47 for 496 sqm Energy intensity measured at 471 kgCO2e per kWh Carbon emissions 162,131 kgCO2e	Slight decrease in energy consumption.	Maintain similar energy usage per sqm
Total Carbon emissions (kgCO2e)	112,955 kgCO2e	137,677 kgCO2e	162,131 kgCO2e		

The total energy consumption for the Group for 2024 was 283,395

kWh, equivalent to Scope 2 (indirect) emissions of approximately 162,131 kg CO2e.

Energy consumption increased by ~17% in Israel from 2023 to 2024. This increase was mainly due to the increased activity in the foodtech laboratories of two portfolio companies, as well as the accelerated use of the clean room facility for production purposes for a medtech company.

<sup>4</sup> The FY2023 Sustainability Report contained errors in FY2023 figures for electricity consumption in Singapore. It has been corrected here to ensure accuracy and comparability across reporting periods.

# Sustainability Report

## Fuel Consumption

To reduce fuel consumption through the move to hybrid cars. From 2023 to 2024, the Company reduced its use of gas by reducing the numbers of cars due to staff reduction and moving to hybrid cars. The target is to reduce this further by leasing only hybrid or electric cars. This target is sometimes not possible due to the unavailability of these cars.

**TABLE 4.2 Fuel Consumption**

	FY2022	FY2023	FY2024	FY2024 Performance	FY2025 Target
Israel	32541.43 L	26964.42 L	17863.00 L	Fuel consumption was reduced by 34% in 2024 compared to 2023 due to a decrease in number of cars.	To continue to reduce fuel consumption through fewer cars leased and more hybrids cars used.
Carbon emissions (kg)	44.7 kgCO2e	63.4 kgCO2e	42 kgCO2e		

Fuel consumption measurements refer only to cars leased by the company which constitutes Scope 1 (direct) emissions for 2024 of approximately 42 kgCO2e

## Water Consumption

We monitor our water consumption in our offices in Israel.

Our goal is to maintain the same levels of water usage, with a view to reducing where possible.

**TABLE 4.3 Water Consumption**

	FY2022	FY2023	FY2024	FY2024 Performance	FY2025 Targets
Israel	1394.34 cubic meters for 1950 sqm	1078.65 cubic meters for 1950 sqm	660.96 cubic meters for 1950 sqm	Water consumption was reduced by 39%. This reduction was the result of more stringent checks on our water consumption.	To maintain or reduce water consumption.
Carbon emissions (kg)	Approximately 557.736 kgCO2e	Approximately 431.46 kgCO2e	Approximately 264.38 kgCO2e		

Water consumption measurements refer only to our Israel site and constitute a Scope 3 (indirect) disclosure for 2024 of approximately 264.38 kgCO2e.

## Waste Management

We continue to recycle paper and cardboard and achieve zero use of disposable utensils.

We use digital communications wherever possible to avoid unnecessary waste of paper.

### FY2024 Performance:

In Israel, we recycle all paper and cardboard materials. However, the absence of adequate recycling infrastructure in the local Business Park limits our ability to recycle other types of waste. We have also significantly reduced our reliance on disposable utensils, bringing usage down to nearly zero.

Physical copies of our annual report and shareholder circulars will only be produced upon request to minimize waste.

## Emissions due to business-related flights

**TABLE 4.4**

	FY2024 - Carbon emissions (kg)	FY2024 Performance	FY2025 Targets
Israel	258,452.00 kgCO2e	As the first year of tracking this metric, we have no comparable data.	To continue tracking this metric.
Singapore	35,909.00 kgCO2e	As the first year of tracking this metric, we have no comparable data.	To continue tracking this metric.

## Investment in environmentally sustainable businesses

In addition to monitoring and reporting on our own environmental footprint, we actively invest in portfolio companies that serve to significantly make an environmental impact.



Portfolio company Sol-Chip develops sustainable energy solutions that make the Internet of Things ecological. They have developed a digital platform (SolRad) for the management of commercial property assets. The platform enables control of hot water radiators in commercial assets, providing huge savings in energy.

Sol-Chip tested their Sol Rad system:

- Over the winter months of December 2023-March 2024
- In a commercial office setting in Berlin.
- Radiators in 22 out of 31 rooms in the office building were equipped with the Sol Rad system. The energy consumption was compared with that in similar rooms not equipped with the SolRad system.
- The results demonstrated a savings of 35% in energy use in the rooms equipped with the Sol Rad system.



Heating radiator timer

Thereafter, Sol-Chip received a major order for 20,000 SolRad devices from a leading European real estate firm, to enhance energy efficiency in property management.



Phytolon is a company that produces high-quality natural food colors using a fermentation process of first-in-class baker's yeast. This eliminates the use of water and land resources that are the sources of natural food color processes today. The ability to produce stable, cost-comparative food colors is a game-changer in an industry where synthetic food colors are deemed unhealthy (and some even recently banned in the U.S.) and natural food colors produced traditionally have a high environmental footprint. The Company has investment and strategic partnerships with global food companies.

Based on a comparative hotspot Life Cycle Assessment for Phytolon's products versus agriculture-based benchmark natural colors, it is estimated that Phytolon's fermentation technology for production of natural food colors for the food industry will lead to:

**95%**

**less water use**

**90%**

**less greenhouse gas emissions**

**88%**

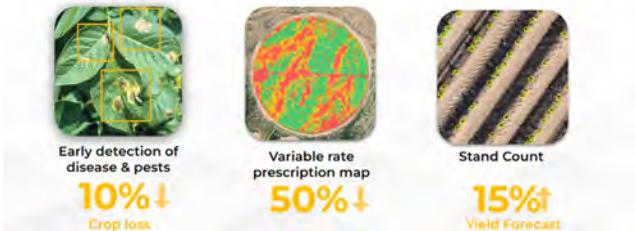
**less land use**

# Sustainability Report



AgroScout has developed an AI-driven cloud-based farm management platform. The AgroScout platform collects data to create analytics for actionable insights in crop management. AgroScout monitors the crop from emergence stand count, through canopy coverage estimates, and plant biomass, throughout the season. The AgroScout platform monitors crop development in real-time, to more accurately plan processing and manufacturing operations across regions, crops and growers.

AgroScout enhances potato growers' crop protection abilities by detecting bio-risks early at the leaf level using drones.



BioFishency develops, manufactures and markets disruptive electro-chemical and biological aquaculture water treatment solutions for Recirculated Aquaculture Systems (RAS). Based on Big Data analytics, and independent of water temperature, the company's patented technologies enable the production of healthier seafood products, while lowering the carbon footprint, making land-based fish growing profitable, and saving valuable resources such as land and water.

BioFishency brings together expertise from the aquaculture, engineering, and business development sectors. With offices and production facilities in Israel and China, and a global install base, BioFishency solutions have been successfully deployed in China, Nigeria, Congo, Bangladesh, India, and Israel.



## Case study results:

### Zhejiang Zhongxin Agricultural Technology Co., Ltd. – Wujiang, China

BioFishency SPB™ helps Chinese RAS development provider save 80% in customers' water usage, with higher quality of discharged, recyclable water, and exceptionally small ecological footprint.

### Suzhou Blue Town Travel Co., Ltd. – Wujiang, Jiangsu, China

High-density aquaculture systems provider increases customer's annual yield by 10X and eliminates off-flavoring with BioFishency SPB-based RAS unit, while additionally saving on water usage.

### Xinjiang Xinken Modern Agriculture Development Co., Ltd. – Xinjiang, China

BioFishency SPB™ enables one of China's state-owned advanced agriculture facility providers to dramatically reduce customer's water costs for daily production by 60%.



Cocoa ingredients



Cellete Bio produces high-quality cocoa ingredients using cell culture alone. This innovative method of production could significantly decrease the environmental impact of the production of cocoa today, which cause the deforestation of land. Cocoa production also suffers from the volatility of climate change and has caused substantial price rises due to supply chain issues. The traditional cocoa growing market is also infamous for its child labor abuse, impacting children and their social well-being<sup>5</sup>.

<sup>5</sup> <https://www.dol.gov/agencies/ilab/our-work/child-forced-labor-trafficking/child-labor-cocoa>

## SOCIAL

### Definition

- a. Establishing a safe work environment that prioritizes both physical and mental well-being.
- b. Promoting and sustaining diversity and inclusion for all employees.
- c. Building meaningful connections with the broader community to provide employees with a sense of purpose while enhancing brand awareness and reputation.

### Risks

- a. An unsafe or unwelcoming workplace—physically or mentally—can harm employee motivation, productivity, and morale.
- b. A lack of diversity may hinder creative thinking and limit problem-solving capabilities.
- c. Weak community engagement can lead to insular perspectives, reducing opportunities for learning and hindering brand recognition and identity development.
- d. Collectively, these factors can threaten the Company's short-, medium-, and long-term success.

### Opportunities

- a. Cultivating an appealing workplace environment helps attract and retain top talent, strengthening the Company's competitive edge.
- b. Embracing diversity in the workforce brings a rich variety of skills, knowledge, and perspectives.
- c. A diverse Board of Directors provides a broad spectrum of viewpoints, fostering balanced and well-informed decision-making.
- d. These efforts enhance the Company's reputation and position within the industry.

### Targets

Our short-, medium-, and long-term goals focus on attracting and retaining high-caliber employees with diverse skills and experiences, creating a key competitive advantage in our industry. Supporting employee well-being, fostering diversity, and maintaining strong community engagement contribute to a unified company culture and a workforce committed to achieving the Group's objectives. Ensuring a sustainable competitive advantage is essential to addressing our current and future business demands.

**TABLE 5**

Focus	2024 Targets	2024 Performance	2025 Targets
Gender and age diversity	To maintain our balance between male and female and age diversity. To maintain the diversity of the BOD according to our Diversity Policy.	Of the 23 employees in Israel and Singapore, 11 (48%) were women, while 12 (52%) were male. See full details in the Employee section.	To maintain our level of diversity both on the team and on the BOD.
Well-being of employees	To maintain and develop our concern for employee well-being and support through personal interaction and company fun days/social projects/communal meals.	See the Employee section for details.	<ol style="list-style-type: none"><li>1. To maintain activities that enhance employee well-being.</li><li>2. To continue to map out employees affected by the war in Israel and assist where possible.</li></ol>
Community involvement	To maintain and develop our level of involvement in the wider community and join new initiatives where appropriate.	See the Local Community section for details.	To evaluate our involvement in current programs and make changes where appropriate.
Incidents of discrimination	Zero.	Achieved.	None.

# Sustainability Report

## EMPLOYEE WELL BEING

We believe that the long-term success of our organization relies on the dedication of our employees and their alignment with our strategic objectives. We deeply value their commitment and strive to create a positive workplace that fosters both productivity and efficiency. To support this, we actively engage with our workforce through multiple communication channels, such as annual employee reviews and discussions, quarterly updates and monthly company meetings. This ensures we remain attuned to employee priorities and concerns while maintaining alignment with our corporate goals.

In 2023, the Company implemented an anti-discrimination policy (refer to the Corporate Governance Section), reaffirming our commitment to an inclusive, fair, and non-discriminatory work culture.

To strengthen connections and encourage informal communication, we organize employee activities such as outings, fun days, enrichment activities and communal office meals.

During the last year, many of our employees in Israel were impacted by the war in the south and north of Israel. The management team maintained close contact with employees, proactively identifying their needs and prioritizing their well-being during these challenging times.

## DIVERSITY

Trendlines values the importance of diversity within our workforce, appreciating the unique skills and experiences brought by our teams in Israel and Singapore. We are committed to fostering an inclusive and culturally aware work environment that ensures equal opportunities for all employees, regardless of ethnicity, language, religion, age, or gender.

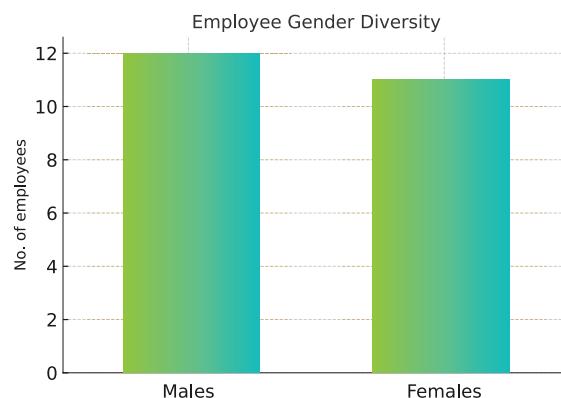
In 2023 and through 2024, we made strategic adjustments to our workforce in Israel and Singapore to align with our focus on supporting existing portfolio companies rather than pursuing new ventures. As a result, our employee count decreased from 34 in December 2023 to 23 by December 2024. Six of our portfolio companies are led by women.

The Company's Board Diversity Policy emphasizes the importance of achieving a balanced composition in terms of gender, skills, experience, and other relevant factors. Our Board includes three women, one of whom serves as our Chair and another as Lead Independent Director. There is

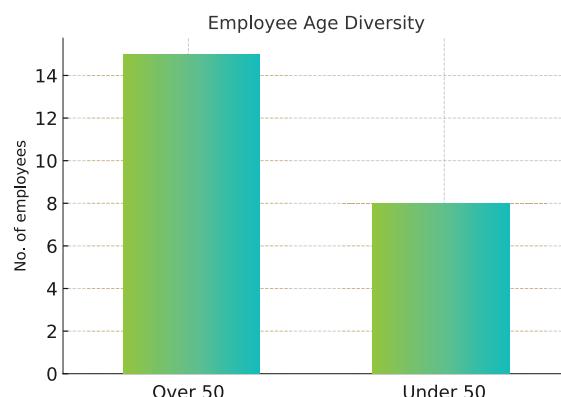
also a healthy mix of skills and different cultural backgrounds. This approach strengthens the Board's ability to contribute effectively to the Group's success.

Recognizing diversity at the Board level as vital to achieving strategic objectives and long-term sustainability, we consider a variety of factors when shaping the Board's composition. These include gender, age, nationality, ethnicity, cultural and educational background, professional experience, skills, knowledge, independence, and tenure. For detailed information on our Board members and the Company's diversity-related targets, please refer to the Board of Directors section of this Annual Report.

## CHART 1 – Gender Diversity of Employees



## CHART 2 – Age Diversity of Employees



## LOCAL COMMUNITIES

Trendlines remains actively engaged in the local innovation ecosystems of Israel and Singapore, participating in and supporting various events that promote collaboration and help nurture a culture of innovation and entrepreneurship.

Our team and management regularly contribute to ecosystem events in both Israel and Singapore, serving as panelists, moderators, and mentors. For more details, see the Business Review section of this report.

We are also proud supporters of **Tmura**, the Israeli Public Service Venture Fund, which benefits from equity donations made by Israeli and Israel-related high-tech companies. When these companies are acquired or go public, Tmura directs its proceeds to educational programs and youth-focused charities. As members of Tmura, we have donated shares in Trendlines and encourage all our portfolio companies to contribute equity to this meaningful initiative. For more details, visit [www.tmura.org](http://www.tmura.org). To date 59 of our portfolio companies have donated shares to Tmura.

While we do not establish formal targets for community involvement, we conduct an annual review of our current commitments and explore new opportunities on an ongoing basis to ensure our contributions align with impactful initiatives.

## GOVERNANCE

### Definition

Ensure compliance with applicable rules, laws, and regulations in every jurisdiction where the Company operates.

### Risk

Failure to comply with legal and regulatory requirements could lead to financial and reputational damage, potentially affecting the Group's business and financial stability.

### Risk Management

The Board is responsible for overseeing the Company's overall risk governance, management, and internal control framework. To safeguard shareholder interests and Company assets, an internal control system has been implemented to effectively manage risks. Senior management is tasked with designing, implementing, and regularly reviewing these systems to ensure their effectiveness. Key documentation, including delegations of authority, control processes, and operational guidelines, is communicated to all employees across the Group.

The Audit Committee reviews the adequacy and effectiveness of the Group's internal controls across financial, operational, compliance, and IT domains. It also evaluates the effectiveness of the Group's risk management policies and systems.



# Sustainability Report



Showcasing portfolio company products to visitors

## Opportunity

Adhering to governance standards enhances the Group's ability to manage risks, ensure organizational stability, and foster stakeholder trust.

## Targets

Trendlines is committed to upholding the highest standards of corporate governance. Our short-, medium-, and long-term goals include achieving full regulatory compliance, maintaining robust business ethics, and ensuring transparent management practices. Strong governance is fundamental to earning and

sustaining trust from shareholders, employees, portfolio companies, and business partners, thereby strengthening the Company's financial and business foundation.

## SHAREHOLDERS

We are dedicated to fostering lasting trust and confidence among our shareholders through robust communication and engagement initiatives. Recognizing the importance of timely, transparent, and accurate disclosure of key information, we utilize various communication channels and digital technologies to connect with the investment community.

In addition to complying with all relevant legal and regulatory requirements, Trendlines continually refines our investor relations efforts by adopting industry best practices. We provide regular updates through semi-annual announcements, including financial statements, management insights, presentations, and press releases.

In 2024, Trendlines was honored to receive two awards from the Securities Investors Association (Singapore) - *The Singapore Corporate Governance Award for Diversity and the Shareholder Communications Excellence Award in the Small Cap Category*.

This recognition reflects our unwavering commitment to trust, transparency, and accountability across all our relationships—with shareholders, portfolio companies, employees, and partners alike.

For further details, please see the Investor Relations and Business Review sections of this report.

**TABLE 6**

Focus	2024 Targets	2024 Performance	2025 Targets
Reported cases of corruption	To maintain our existing performance of zero cases of corruption.	One confirmed incident of corruption and actions taken, including the dismissal of an employee.	To ensure performance of zero regulatory/compliance breaches. To ensure performance of zero cases of corruption or misconduct. To ensure communication and training about anti-corruption policies and procedures. The Company has introduced a number of internal control measures following the recommendations of an internal audit. These include the Company's plans to hire a permanent CFO, the separation of financial operations and realignment of signatory rights, as well as other procedures to limit expenses and enable the check on where funds are spent and who authorizes spending.
Regulatory/compliance breaches	To maintain our existing performance of zero regulatory/compliance breaches.	Save the case of misconduct reported above, there were no other regulatory or compliance breaches confirmed.	To ensure performance of zero regulatory/compliance breaches.
Representation on the board of portfolio companies	To maintain our current representation of more than 90%	Trendlines was represented on the boards of more than 90% of our portfolio companies.	To maintain our current representation of more than 90%

## BUSINESS ETHICS

### Definition

Business ethics encompasses the principles, standards, and values that guide the actions of the Group and its employees to prevent bribery, corruption, extortion, and other unethical practices in all markets where the Group operates.

### Risk

Breaches of the Group's Code of Business Conduct, such as bribery, fraud, insider trading, corruption, or other misconduct, could significantly harm the Group's reputation and financial stability.

### Opportunity

- Adhering to high ethical standards enhances reputation, builds trust, and fosters confidence, contributing to long-term business success.
- Reduces the risk of legal actions or penalties.
- Provides clear ethical guidelines to navigate crises effectively.

Trendlines is committed to maintaining the highest standards of ethics and integrity throughout the organization. We strive to embed these principles within the management practices of our portfolio companies. Our approach to business ethics is reinforced by several corporate policies that are actively upheld and monitored. Detailed information about these five core policies can be found in the Corporate Governance section of this Annual Report.

**TABLE 7**

Focus	Purpose	2024 Targets	2024 Performance	2025 Targets
1. Code of business conduct and ethics policy	Businesses that follow excellent ethical standards enjoy good reputations, build trust and confidence, and may lead to greater business success.	To maintain 100% training compliance and zero incidents of misconduct.	An employee of the Company was involved in incidents of misconduct – misappropriation of funds from the Company.	To maintain 100% training compliance. To ensure zero incidents of misconduct via placement of control measures and communication of the importance of adherence to all controls and procedures to all employees.
2. Whistle-blower policy	The policy encourages employees and/or stakeholders who have serious concerns about any misconduct or wrongdoing relating to the Company and its officers to voice such concerns in confidence.	To maintain an open and discrete channel for the report of any wrong-doings or misconduct.	See above.	To ensure an open and discrete channel for the report of any wrong-doings or misconduct and to ensure that all employees are aware of how to report any suspicious misconduct.
3. Anti-bribery and anti-corruption policy	To maintain a high standard of business ethics, free of bribery, extortion, and corruption.	To maintain 100% training compliance and zero incidents of bribery and corruption reported	See above	To ensure 100% training compliance and zero incidents of bribery and corruption reported
4. Anti-discrimination policy	Innovation cannot thrive in an atmosphere that allows discrimination or harassment of any kind.	To maintain zero incidents of reported discrimination.	<b>Achieved</b>	To maintain zero incidents of reported discrimination.
5. Diversity policy for the board	The balance of gender, skills and experience, and any other relevant aspects of diversity enhance and strengthen the quality of the Board's composition and contribution to the Group.	To maintain the diversity of the Board as set out in the policy.	The Board encompasses a diverse range of experience, skills, and ages while maintaining a balanced representation of genders.	To maintain the diversity of the Board as set out in the policy.
6. Sustainability training for the Board	To ensure all Board members have an overview of ESG and sustainability matters and trends.	To ensure all Board members have completed the training satisfactorily.	All board members participated and received certification on completion of the training course.	To ensure all Board members have completed the training satisfactorily.

# Sustainability Report

## REGULATORY COMPLIANCE

Regulatory compliance is taken seriously by the Company and comprises compliance with laws and regulations of every jurisdiction in which we operate. We conduct internal audits annually to ensure compliance in different areas of our operations. Regulatory compliance is measured by the number of incidents of non-compliance relating to laws, regulations, and reporting.

**TABLE 8**

Focus	2024 Targets	2024 Performance	2025 Targets
Incidents of non-compliance relating to laws, regulations and reporting.	To maintain zero incidents of non-compliance.	Following the incident of misappropriation of funds from the Company and from a portfolio company, the Company immediately announced its findings to the public via SGXNet on discovery of the misconduct, started an external investigation and an internal audit and is currently working towards implementing the recommendations of both.	To ensure zero incidents of non-compliance and to regain trust of stakeholders by implementing control measures recommended in the external investigation and internal audit.
Internal audit	To review our Related Parties transactions with a view to implement the recommendations thereafter.	Achieved and the recommendations are implemented in Related Parties transactions for the future.	To complete an internal audit on Payments and Supervision of Subsidiaries.

## PORTFOLIO COMPANY MANAGEMENT

As corporate shareholders, we aim to foster a culture of open communication and engagement with our portfolio companies, serving as a model of strong governance to help them achieve their full potential.

We provide clear guidelines for how our portfolio companies communicate with the public. On their behalf, we regularly deliver monthly and quarterly updates to shareholders, sharing key developments and progress on various initiatives. Through consistent communication, we work to understand their challenges and limitations, offering advice and potential solutions wherever possible.

To ensure effective strategic oversight and support governance best practices, members of Trendlines' management team serve as board members in over 90% of our portfolio companies.

An unforeseen challenge arose in supporting our portfolio companies during times of crisis, such as wartime. The impact varied based on factors such as workforce composition, geographic operations, and business focus. Common challenges included:

- Restrictions on international travel.
- Difficulty raising funds in an uncertain geopolitical environment.
- Absence of team members called for military reserve duty.
- Relocation of offices, operations or laboratories from evacuated border areas.
- Delays in clinical or field trials, shipment disruptions, and other logistical issues.

The Trendlines team prioritized identifying and addressing these needs, providing solutions such as:

- Offering office facilities as temporary bases for evacuated teams.
- Coordinating with government agencies to secure bridge funding.
- Assisting with the recruitment of temporary personnel to maintain operations.

These efforts reflect our commitment to supporting our portfolio companies, even in the face of unforeseen challenges.

**TABLE 9**

Focus	2024 Targets	2024 Performance	2025 Targets
Valuation process applied to portfolio companies	At least once a year	<b>Achieved</b> All companies are externally valued on an annual basis based on their company status. In 2024 we achieved 100% of this target and seek to maintain this in the coming years.	At least once a year
Updates received from portfolio companies	All portfolio companies (in their first two-three years) meet monthly and report their progress on a quarterly basis.	<b>Achieved</b> In 2024, we achieved 90% of this target and will continue to maintain this, paying special attention to ensure formal meetings are held monthly and that all CEOs are present. The 10% not achieved was due to two portfolio companies whose CEOs are in reserve army duty, and it was impossible to meet with them. Their teams have continued to work in their absence. We held quarterly update meetings to update progress to the Trendlines team.	All portfolio companies (in their first two-three years) meet monthly and report their progress on a quarterly basis.
Updates from portfolio companies to their boards and shareholders	All portfolio companies communicate on a regular basis (quarterly) with their boards and shareholders.	<b>Achieved</b> The Trendlines' board representative reminds the respective CEOs to ensure that such regular communications are carried out.	All portfolio companies communicate on a regular basis (quarterly) with their boards and shareholders.

## GOVERNMENT AND INDUSTRY

Given our involvement in the critical agrifood and healthcare sectors, which are closely regulated by governments, we maintain regular communication with political leaders, government officials, and regulators. Our active participation in working groups and consultation forums enables us to address industry challenges and advocate for the needs of our portfolio companies.

We also maintain an ongoing relationship with the Israel Innovation Authority (IIA), a key government agency in Israel, to stay informed about the latest investment programs, which offer additional funding opportunities for our portfolio companies when necessary.

In Singapore, we engage with government agencies to stay up to date on industry trends, changes to grants, and other incentives. Additionally, we have formed numerous collaborations with hospitals and health maintenance organizations in the region.

While it is challenging to set specific targets for our government and industry engagement due to the dynamic nature of these sectors, we continuously assess our current involvement and seek new opportunities.

We are also actively engaged in several industry associations and organizations focused on technological innovation, including:

- The Israel Innovation Authority
- PLANETech (collaboration)
- Israel Advanced Technology Industries (membership and collaboration)
- Israel Export & International Cooperation Institute (membership and cooperation)
- Start-Up Nation Central (cooperation)
- Medtech Insight (membership and cooperation)
- Singapore Israel Industrial R&D Foundation (“SIIRD”) (cooperation)

# Sustainability Report

- GrowingIL, part of Israel Innovation Institute (cooperation and running of AgriVest Conference)
- Ecommunity – a mission-driven corporation located at the Misgav Business Park that employs persons with disabilities to recycle and upcycle e-waste (support)
- Klika Innovation Hub – an initiative of the Misgav Regional Council to promote innovation and enterprise (collaboration)
- Agtech Nation (LinkedIn community page)
- Tmura, the Israeli Public Service Venture Fund
- Enterprise Singapore (cooperation)
- National Healthcare Group (cooperation)
- Nurasa (collaboration)
- A\*STAR's Singapore Institute of Food and Biotechnology Innovation (SIFBI) (collaboration)
- Republic Polytechnic (collaboration)



*Hosting a medical femtech event in Trendlines' office in Israel.*



*Haim Brosh hosting visitors from local communities at Trendlines' offices.*

## GRI CONTENT INDEX

The Trendlines Group Ltd. has reported in accordance with the GRI Standards for the period 1 January to 31 December 2024.

GRI Standards Disclosures	Reference Pages or Reasons for Omission
GRI 2: General Disclosures 2024	
2-1 Organizational details	Corporate Profile (main AR)
2-2 Entities included in the organization's sustainability reporting	About This Report
2-3 Reporting period, frequency and contact point	About This Report
2-4 Restatements of information	Nil
2-5 External assurance	About This Report
2-6 Activities, value chain and other business relationships	Group Structure (main AR)
2-7 Employees	Business Review (main AR)
2-8 Workers who are not employees	Stakeholder Engagement
2-9 Governance structure and composition	Governance for Sustainability
` Nomination and selection of the highest governance body	Corporate Governance Report (main AR)
2-11 Chair of the highest governance body	Corporate Governance Report (main AR)
2-12 Role of the highest governance body in overseeing the management of impacts	Governance for Sustainability
2-13 Delegation of responsibility for managing impacts	Governance for Sustainability
2-14 Role of the highest governance body in sustainability reporting	Governance for Sustainability
2-15 Conflicts of interest	Corporate Governance Report (main AR)
2-16 Communication of critical concerns	Governance for Sustainability
2-17 Collective knowledge of the highest governance body	Corporate Governance Report (main AR)
2-18 Evaluation of the performance of the highest governance body	Corporate Governance Report (main AR)
2-19 Remuneration policies	Corporate Governance Report (main AR)
2-20 Process to determine remuneration	Corporate Governance Report (main AR)
2-21 Annual total compensation ratio	This is currently not tracked
2-22 Statement on sustainable development strategy	Contribution to Sustainable Development
2-23 Policy commitments	Contribution to Sustainable Development Business Ethics
2-24 Embedding policy commitments	Contribution to Sustainable Development
2-25 Processes to remediate negative impacts	Risk Management Governance for Sustainability
2-26 Mechanisms for seeking advice and raising concerns	Governance for Sustainability Risk Management
2-27 Compliance with laws and regulations	Regulatory Compliance Business Ethics
2-28 Membership associations	Stakeholder Engagement
2-29 Approach to stakeholder engagement	Stakeholder Engagement
2-30 Collective bargaining agreements	No employees are covered by collective bargaining agreements.

# Sustainability Report

GRI Standards Disclosures		Reference Pages or Reasons for Omission
<b>GRI 2: Material Topics 2024</b>		
3-1	Process to determine material topics	Materiality Assessment
3-2	List of material topics	Materiality Assessment
3-3	Management of material topics	Materiality Assessment
<b>Topic-Specific Standards</b>		
Business Ethics		
<b>GRI 205: Anti-corruption 2016</b>		
205-1	Operations assessed for risks related to corruption	Business Ethics
205-2	Communication and training about anti-corruption policies and procedures	Business Ethics
205-3	Confirmed incidents of corruption and actions taken	Business Ethics
Tracking Environmental Impact		
<b>GRI 302: Energy</b>		
302 – 1	Energy consumption within the organization	Environmental Energy Consumption
302-3	Energy intensity	Energy Consumption
<b>GRI 303: Water and Effluents</b>		
303-5	Water consumption	Water Consumption
<b>GRI 305: Emissions</b>		
305-1	Direct (Scope 1 and 2)	Energy and Fuel Consumption
305-2	Other indirect (Scope 3)	Energy and Fuel Consumption and Emissions due to business-related flights
<b>GRI 405: Diversity and Equal Opportunity 2016</b>		
3-3	Management of material topics	Materiality Assessment
405-1	Diversity of governance bodies and employees	Social and Diversity Governance
<b>GRI 406: Non-discrimination 2016</b>		
3-3	Management of material topics	Materiality Assessment
406-1	Incidents of discrimination and corrective actions taken	Business Ethics, Stakeholder Engagement and Risk Management
<b>GRI 419: Socioeconomic Compliance</b>		
419-1	Incidents of corruption or bribery, among others and actions taken.	Governance and Business Ethics

## TCFD REPORTING

This table spells out Trendlines' progressive alignment with the eleven TCFD recommendations.

TCFD Thematic Areas	Recommended Disclosures	References and Remarks
<b>1. Governance</b> Disclose the organization's governance around climate-related risks and opportunities	a) Describe the board's oversight of climate-related risks and opportunities	Governance for Sustainability
	b) Describe management's role in assessing and managing climate-related risks and opportunities	Governance for Sustainability
<b>2. Strategy</b> Disclose the actual and potential impacts of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning where such information is material	a) Describe the climate-related risks and opportunities the organization has identified over the short, medium, and long term	Climate Risk Disclosures Please refer to section Minimizing Environmental Impact.
	b) Describe the impact of climate-related risks and opportunities on the organization's business, strategy, and financial planning	Climate Risk Disclosures Please refer to section Minimizing Environmental Impact.
	c) Describe the resilience of the organization's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario	The overall impact is non-material impact on operating costs. Trendlines monitors this to mitigate the risk. Please refer to section Minimizing Environmental Impact.
<b>3. Risk Management</b> Disclose how the organization identifies, assesses, and manages climate-related risks	a) Describe the organization's processes for identifying and assessing climate-related risks	Climate Risk Disclosures Please refer to section Minimizing Environmental Impact.
	b) Describe the organization's processes for managing climate-related risks	Climate Risk Disclosures Please refer to section Minimizing Environmental Impact.
	c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organization's overall risk management	Please refer to section Minimizing Environmental Impact.
<b>4. Metrics and Targets</b> Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.	a) Disclose the metrics used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management process	Disclosed in Tables on Environmental Performance and in the section titled Minimizing Environmental Impact.
	b) Disclose Scope 1, Scope 2, and if appropriate, Scope 3 greenhouse gas (GHG) emissions, and the related risks	Disclosed in Tables on Environmental Performance.
	c) Describe the targets used by the organization to manage climate-related risks and opportunities and performance against targets	Disclosed in Tables on Environmental Performance.

# Board Of Directors



Nehama Ronen  
Chair

Nehama Ronen was appointed as an Independent Director on June 6, 2022, and was designated Interim Chair of the Board of Directors effective March 8, 2024. Nehama was named permanent Chair of the BOD effective as of 24 February 2025.

With over 25 years of experience as a board member of public companies, Nehama has held various influential roles throughout her career. In 1996, she was appointed Director General of Israel's Ministry of Environmental Protection, a position she held until June 1999. She subsequently served as a member of the Israeli Parliament.

Since 2004, Nehama has been the Chair of Maman Cargo Terminals & Handling Ltd., one of Israel's leading logistics companies specializing in air, sea, and ground handling. From 2004 to 2019, she also served as Chair of the ELA Recycling Corporation. Additionally, she was a director at Bank Hapoalim, Israel's largest bank.

Nehama holds a BA in Education and History from Beit Berl College and an MA in Public Administration from Haifa University. She has also completed the Senior Executive Program at the London Business School.



Haim Brosh  
Executive Director, Chief Executive Officer & Interim Chief Financial Officer

Haim Brosh was named CEO of Trendlines in October 2023. Prior to this, Haim served as Trendlines' controller for four years and was appointed CFO in 2018. He continues to serve as Interim CFO. Haim was appointed as Executive Director by the BOD, effective as of 24 February 2025.

Haim Brosh brings over 25 years of experience in senior and executive-level finance and management roles across public and private companies.

Previously, Haim served as CEO and CFO of ACP Ltd., an industrial company specializing in manufacturing and distributing air-conditioning products. He also held CFO positions at publicly traded companies, including Elul Tamarynd Ltd. and SHL Telemedicine Ltd., a leader in the medical device sector. Earlier in his career, he spent nine years in senior finance roles at Amdocs Limited.

Haim earned his BA (Hons) in Accounting and Economics from Tel Aviv University and is a Certified Public Accountant in Israel.



Board of Directors' meeting to discuss the FY2024 financial results.



**Elka Nir**  
Lead Independent Director and External Director

Elka Nir was appointed as an Independent Director and External Director on October 15, 2015, and was last re-elected to the Board as our External Director under the Israeli Companies Law on 24 February 2022 for a period of 3 years. Elka ceased her position as a Director as of 24 February 2025. The Company will be seeking shareholder's approval for her appointment as an External Director of the Company in April 2025. If elected by the shareholders at the Company's SGM on 23 April 2025, Ms. Elka Nir will be appointed as an External, Non-Executive and Non-Independent Director of the Company.

Elka also serves as External Director at ISORAD Ltd. and board director at IATI – Israeli Advanced Technologies industries organization.

Previously, Elka was the founder and CEO of E.LeadIN Ltd., a consultancy firm specializing in business strategy, marketing, strategic alliances, and investment advisory services.

Elka was the CEO of Carmel Ltd. (the economic corporation of Haifa University, Israel), where she led commercial and business activities. During her tenure, she founded and served as the CEO of Carmel Innovations Ltd., a microfund investing in projects from Haifa University. She also held directorships in Carmel Innovations Ltd.'s subsidiaries and several other companies.

Elka has an extensive background in leadership roles. She served as VP of Marketing, Sales, and Customer Support at a subsidiary of GE Medical before becoming VP of Engineering and Research at GE Medical, Israel. She was the COO and Director of Development and Operations at Biosense Webster (Israel), Ltd., a subsidiary of Johnson & Johnson. Additionally, Elka was Managing Director and General Partner of Giza Venture Capital Fund, a venture capital firm investing in innovative high-tech and life sciences companies, where she was a member of the investment committee and maintained strong relationships with global investors, particularly in Asia.

She holds a BSc in Computer Science from the Technion-Israel Institute of Technology and a business administration diploma (magna cum laude) from the University of Haifa, Israel.



**Boon Ann Sin**  
Independent Director

Boon Ann Sin was appointed as an Independent Director on June 17, 2020, and, in accordance with the Company's Articles of Association, was re-elected in April 2023.

Boon Ann has had a distinguished legal career spanning over 30 years. Since 1992, he has been with Drew & Napier, one of Singapore's leading legal firms, becoming a partner in 1994. Prior to his retirement in 2018, he was the Deputy Managing Director of the Corporate & Finance Department and Co-Head of the Capital Markets Practice at Drew & Napier LLC.

He has extensive experience in handling corporate finance transactions, particularly in the field of IPOs in Singapore. In addition, he acts as counsel to listed companies on secondary equity offerings and debt offerings and advises companies on regulatory compliance. Boon Ann also specializes in corporate finance and mergers and acquisitions and is widely recognized in publications as an industry leader and for his expertise in capital markets.

Between 1996 and 2011, Boon Ann was a member of the Singapore Parliament, representing the Tampines GRC.

Boon Ann holds a BA and LLB (Hons) from the National University of Singapore and an LLM from the University of London. He is admitted to practice law in Singapore.

# Board Of Directors



Professor Low Teck Seng  
Independent Director

Professor Low Teck Seng was appointed as an Independent and Non-Executive Director on 11 August 2022 and was re-elected in April 2024.

Professor Low is currently Senior Vice President at the National University of Singapore. Prior to this, he served as CEO of the National Research Foundation, Singapore, from 2012 to August 2022. His previous roles include Managing Director of A\*STAR (2010–2012), founding Principal of Republic Polytechnic (2002–2008), and Dean of the Faculty of Engineering at the National University of Singapore (1998–2000).

In recognition of his outstanding contributions to Singapore's development through the promotion and management of R&D, Professor Low was awarded the National Science and Technology Medal in 2004, the highest honor for individuals in this field.

Professor Low has also served on the boards of numerous public organizations, including publicly listed companies on the SGX, such as Chip Eng Seng Corporation Ltd., ExcelPoint Technologies, ISEC Healthcare Ltd. and PC Partner Ltd.

He earned his BSc in Electrical Engineering and PhD from the University of Southampton.



Sarit Zeevi  
Independent and External Director

Sarit Zeevi was appointed as an External and Independent Director on 31 January 2023. She serves as a Non-Executive Director.

Sarit is currently the in-house counsel and Investments Director at Elisha Ltd., a member of the Zeevi Group, a private group of companies. In this role, she oversees legal matters and long-term strategies for the group, leading its decision-making processes related to start-up investments, including company selection, due diligence, and the management of transactional documents.

Previously, Sarit served as Business Manager and General Counsel at Airtouch Solar Ltd., where she planned and led the company's fundraising rounds, culminating in a successful IPO in 2021. In addition to her legal counsel responsibilities, she managed the company's business strategy and corporate governance, both before and after the IPO. Earlier in her career, she was in-house counsel at Arava Power Company Ltd., where she led a major refinance transaction and handled various regulatory, transactional, and corporate matters. Additionally, Sarit served as in-house counsel for a large corporation in Puerto Rico as well as an associate in law firms in the US and in Puerto Rico.

Sarit has also been a teaching fellow in business English courses at the Faculty of Law at the University of Haifa.

Sarit served until recently as an Independent Director and a member of both the Oversight and Remuneration Committees at Blitz Technologies Ltd., a public company listed on the Tel Aviv Stock Exchange. She also holds similar roles at More Mutual Funds (2013) Ltd., a leading Israeli mutual funds manager and subsidiary of Y.D. More Investments Ltd., another publicly listed company. Additionally, she serves on the boards of several private companies.

Sarit holds a Bachelor of Law (cum laude) from the Hebrew University of Jerusalem and an MBA from Reichman University. She is a member of the Israeli State Bar Association and is licensed to practice law in New York, Texas, and Puerto Rico.

**DIRECTOR AND/OR CHAIR POSITIONS HELD BY DIRECTORS IN OTHER LISTED COMPANIES (CURRENT AND PRECEDING THREE YEARS)**

	<b>Current Directorships</b>	<b>Past Directorships (Preceding 3 Years)</b>
Nehama Ronen	<ul style="list-style-type: none"> <li>• Maman Cargo Terminals &amp; Handling Ltd. (Chair)</li> <li>• Tamar Petroleum (Gas Reservoir) (Independent Director)</li> <li>• Nanox (Director)</li> <li>• Dan Public Transportation (Director)</li> <li>• Credit 360 (External Director)</li> </ul>	<ul style="list-style-type: none"> <li>• Amal Holdings (Director)</li> <li>• Trucknet (Director)</li> </ul>
Elka Nir *		<ul style="list-style-type: none"> <li>• Zooz Power (Chakratec) Ltd. (Independent Director)</li> </ul>
Sin Boon Ann	<ul style="list-style-type: none"> <li>• OUE Limited (Non-Executive Non-Independent Director)</li> <li>• TIH Limited (Lead Independent Director WEF 1 January 2021)</li> <li>• Sarine Technologies Limited (Independent Non-Executive Director)</li> </ul>	<ul style="list-style-type: none"> <li>• HRnetGroup Limited (Lead Independent Director)</li> <li>• Singapore Center for Social Enterprise Ltd. (raiSE)</li> <li>• Rex International Holding Limited (Lead Independent Director)</li> <li>• CSE Global Limited (Non-Executive Independent Director)</li> </ul>
Prof. Low Teck Seng	<ul style="list-style-type: none"> <li>• Key Asic Berhad</li> <li>• UCrest Berhad</li> </ul>	<ul style="list-style-type: none"> <li>• Chip Eng Seng Corporation Ltd.</li> <li>• Excelpoint Ltd</li> </ul>
Sarit Zeevi		<ul style="list-style-type: none"> <li>• Blitz Technologies Ltd.</li> </ul>

\* As at the publication of this report, Elka Nir has ceased to be a director as of the 24 February 2025. Her appointment is, for the purpose of the Israeli Companies Law, subject to shareholders approval at the Company's upcoming SGM to serve as an External Director of the Company

# Senior Management



Haim Brosh  
Executive Director, Chief Executive Officer & Interim Chief Financial Officer

*Please refer to the Board of Directors section on page 40 for more information*



Barak Singer  
Executive Vice President & Head of Healthcare

Barak Singer brings over 25 years of experience in management, business development, investment banking, and venture capital. He joined Trendlines in 2016 as Vice President of Business Development for Trendlines Medical and was appointed CEO of Trendlines Investments Israel in 2019. With the recent merger of Trendlines Investment Israel into The Trendlines Group, Barak was named Executive Vice President & Head of Healthcare. Barak has played a key role in securing funding rounds for portfolio companies and advancing them toward critical milestones, including mergers and acquisitions. He also serves as a director for several Trendlines portfolio companies.

Before joining Trendlines, Barak held several senior management roles, including Managing Director, Co-Head of Investment Banking, and Head of Healthcare at Tamir Fishman & Co., representing RBC Capital Markets, the investment banking arm of the Royal Bank of Canada (NYSE: RY), in Israel. He also served as Vice President of Business Development at Can-Fite BioPharma Ltd. (NYSE: CANF) and CEO of its subsidiary, OphthaliX Inc., as well as Vice President of Business Development at Xenia Venture Capital Ltd. Barak was also Co-Founder and CEO of Or Capital Healthcare Partners.

Barak holds an LLB and a BA in Business, both with distinction, from the Interdisciplinary Center Herzliya, Israel.



Nitza Kardish, PhD  
CEO Trendlines Agrifood Fund & Vice Chair AFIC

Nitza Kardish joined Trendlines in June 2011 as CEO of Trendlines Agtech-Mofet, where she established the Group's agrifood tech investment sector. From 2018 through January 2019, Nitza served as CEO of Trendlines Incubators Israel and Vice President of The Trendlines Group. In November 2019, she was appointed CEO of the Trendlines Agrifood Fund and Vice Chair of AFIC (Agrifood Innovation Center) in Singapore. Nitza is deeply passionate about transforming the global food production chain while humbly recognizing the role we play as one piece in the vast and complex global agrifood tech ecosystem. Nitza has played an essential role in establishing and building the agrifood tech investment ecosystem in Israel and Singapore.

A plant geneticist, Nitza brings over 30 years of senior management experience in life science companies to Trendlines. Prior to joining the company, she served as Vice President of Business Development at the Technion R&D Foundation 2, Ltd. ("Technion Seed"), where she oversaw the life sciences and cleantech sectors.

Her previous roles include CEO of Clal Life Sciences, an R&D center for emerging life sciences companies; CEO of UroGyn, a start-up focused on minimally invasive surgical tools; and Business Development Manager at Rafael Development Corporation, Ltd.

Nitza holds a doctorate in life sciences from Tel Aviv University and completed a postdoctoral research fellowship in the Department of Plant Genetics at the Weizmann Institute of Science. She also earned an MSc (cum laude) from Tel Aviv University.



Eric Loh  
CEO Trendlines Medical Singapore

Eric Loh joined The Trendlines Group in 2016 and leads Trendlines Medical Singapore, overseeing its leadership and overall management.

Eric brings over 25 years of experience in the medical device industry. Previously, he played a pivotal role in developing Biosensors International, transforming it from an early-stage cardiovascular device company into a successful publicly traded company on the Singapore Stock Exchange. As Managing Director, Eric established a joint venture operation in China, facilitating Biosensors' successful entry into the rapidly growing Chinese market.

He also spearheaded sales and marketing initiatives, commercializing Biosensors' products across Asia-Pacific markets, while managing two manufacturing facilities in Singapore. In 2005, Eric contributed to Biosensors' IPO on the Singapore Stock Exchange.

Following his tenure at Biosensors, Eric served as CEO of the start-up EPI Mobile Health. There, he secured regulatory clearances from the FDA, CE, and HSA for an innovative mobile ECG device and successfully commercialized the product in key Asian markets.

Eric holds an MSc in Medical Engineering and a BEng (Hons), both from the National University of Singapore. He is a graduate of an Executive MBA program affiliated with the Helsinki School of Economics, a CFA charter holder, and an Associate Chartered Valuer and Appraiser.

# Corporate Information

## DIRECTORS

### **Nehama Ronen**

*Independent and Non-Executive Chair*

### **Haim Brosh**

*Executive Director, Chief Executive Officer and Interim Chief Financial Officer*

### **Sin Boon Ann**

*Independent and Non-Executive Director*

### **Prof. Low Teck Seng**

*Independent and Non-Executive Director*

### **Sarit Zeevi**

*External, Independent and Non-Executive Director*

## BOARD COMMITTEES

### AUDIT COMMITTEE

#### **Sarit Zeevi, Chair**

**Sin Boon Ann**

**Prof Low Seck Teng**

### NOMINATING COMMITTEE

#### **Nehama Ronen, Chair**

**Sarit Zeevi**

**Sin Boon Ann**

### REMUNERATION COMMITTEE

#### **Sarit Zeevi, Chair**

**Prof. Low Teck Seng**

**Sin Boon Ann**

### JOINT COMPANY SECRETARIES

**Eunice Hooi Lai Fann**

**Sahar Farah**

## REGISTERED OFFICE

### **The Trendlines Building**

Misgav Business Park 17 T'chelet Street

M.P. Misgav 2017400, Israel

Tel: +972.72.260.7000

info@trendlines.com

www.trendlines.com

Reg. No. 513970947

## SPONSOR

### **PrimePartners Corporate Finance Pte. Ltd.**

16 Collyer Quay, 16 Collyer Quay, #10-00

Collyer Quay Centre,

Singapore 049318

## AUDITOR

### **ERNST & YOUNG LLP**

One Raffles Quay,

North Tower, Level 18,

Singapore 048583

Audit Partner: Yew Kiang Chan (appointed in 2022)

## SHARE REGISTRAR

### **Boardroom Corporate & Advisory Services Pte. Ltd.**

1 Harbourfront Avenue, #14-07

Keppel Bay Tower

Singapore 098632

Tel: +65.6536.5355

## PRINCIPAL BANKER

### **The Bank of East Asia, Limited**

60 Robinson Road, BEA Building

Singapore 068892

## DEPOSITORY BANK

### **The Bank of New York Mellon Corporation**

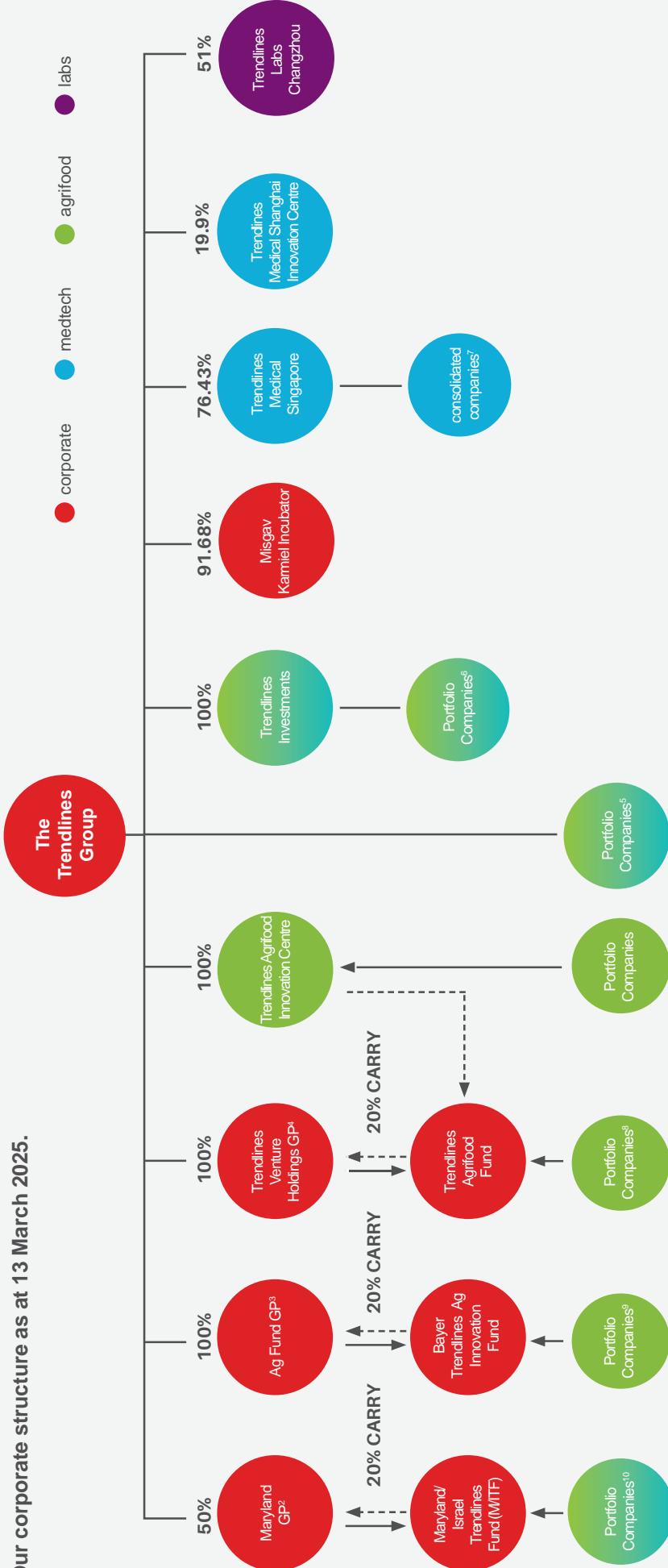
225 Liberty Street

New York, New York 10286

United States of America

# Group Structure<sup>(1)</sup>

Our corporate structure as at 13 March 2025.



1. See the complete list of portfolio companies in the tables on pages 48-49.
2. Maryland GP is a Maryland limited liability company which is the general partner of the MTTF, a Maryland limited partnership and has invested in certain of our portfolio companies. The remaining 50% shareholding in Maryland GP is held by Maryland-Israel Development Corporation, an unrelated third party. In its capacity as the GP of the MTTF, Maryland GP is entitled to receive 20% of distributions (cash or property) made by MTTF as carried interest ("20% Carry"), after all the limited partners in MTTF have received in aggregate distributions equal to their capital contributions to MTTF.
3. Ag Fund GP acts as the GP of an Israeli limited partnership, the Bayer Trendlines Ag Fund. 100% of the interest in the Bayer Trendlines Ag Fund, an unrelated third party. In its capacity as the GP of the MTTF, Maryland GP is entitled to receive 20% of distributions made by the Bayer Trendlines Ag Fund as carried interest, after all the partners have received in aggregate distributions equal to their respective capital contributions to the Bayer Trendlines Ag Fund. In addition, in its capacity as the GP of the Bayer Trendlines Ag Fund, Ag Fund GP has the sole, complete and exclusive right, power and discretion to operate, manage, and control the affairs and property of the Bayer Trendlines Ag Fund and to make all decisions concerning the operations and business of the Bayer Trendlines Ag Fund.
4. Trendlines Venture Holdings Ltd., a company incorporated under the laws of the Cayman Islands, is a wholly-owned subsidiary of The Trendlines Group Ltd period and acts as the general partner of Trendlines AgriFood Fund Plc, Ltd., an investment fund constituted as a Singapore private limited company limited by shares. After distributions to the shareholders of the Fund in proportion to their respective capital contributions and the fulfilment of a hurdle rate of 6%, the general partner is entitled to receive a catch-up of 25%; thereafter the general partner is entitled to a performance fee of 20% (the "carried interest").
5. Portfolio companies held by the Trendlines Group (see Table A).
6. Portfolio companies held by Trendlines Investments (see Table B). Following the Technical Merger of Trendlines Investments into The Trendlines Group, all assets of Trendlines Investments will be merged into the Group. Refer to the Company's announcement dated 19 November 2024 for further details.
7. Consolidated companies of Trendlines Medical Singapore (see Table C).
8. Portfolio companies held by the Trendlines AgriFood Fund (see Table D).
9. Portfolio companies held by the Bayer Trendlines Ag Innovation Fund (see Table E). The Dissolution of the Bayer Trendlines Ag Innovation Fund is expected to be in effect from 1 April 2025. Please refer to the Company's announcement dated 16 December 2024 for further details.
10. Portfolio companies held by the MTTF (see Table F).

# Group Structure

Table A – Portfolio Companies of The Trendlines Group

	Outstanding Holdings %	Fully Diluted Holdings %
AgroScout	26.30	22.32
Arcuro	21.55	17.46
Celleste	19.93	17.01
Ceretrieve	23.12	21.67
ElastiMed	36.63	32.13
Escala	34.10	30.30
Gordian	21.06	17.55
iRen	46.83	35.90
Limaca	54.17	42.10
MetoMotion	24.91	22.24
ProArc	13.77	11.66
Seger	49.96	47.17
SetBone	50.00	46.90
ST Stent	19.49	17.22
Vensica	7.15	6.81
Vessi	27.13	24.66
ZygoFix	49.71	42.09

Table B – Portfolio Companies of Trendlines Investments Israel

	Outstanding Holdings %	Fully Diluted Holdings %
BeCapio	82.83	74.17
BioFishency	56.78	35.40
CoreBone	38.83	31.32
Dasyo	46.30	41.93
EcoPhage	45.30	38.77
Harp	73.18	65.50
IBI Ag	34.21	31.31
Phytolon	32.00	26.37
PregnantTech	73.13	69.46
ProJini	33.64	31.11
Sol Chip	29.54	25.95
Solveat	50.92	40.02
STFix	77.14	64.79
TierraSpec	46.91	42.07
ViAqua	13.10	10.58
VisageX	47.79	44.43

Table C – Consolidated Companies of Trendlines Medical Singapore	Trendlines Medical Singapore Holdings	The Trendlines Group Holdings		
	Outstanding Holdings %	Fully Diluted Holdings %	Outstanding Holdings %	Fully Diluted Holdings %
Ayzer Sense	70.00	66.34	00.00	00.00
Continale	36.11	31.71	63.89	61.34
Dermacut	62.50	52.27	37.50	37.50
EndoSiQ	65.00	48.10	35.00	35.00
interVaal	16.12	45.46	80.60	46.07
Medulla	60.00	41.10	40.00	29.01
NasoTrak	68.24	45.12	31.76	25.34
NICE	80.00	62.02	20.00	19.60
OccuTrack	66.90	52.95	33.10	28.47
STeP	60.00	45.40	40.00	37.60
Szone	55.06	41.50	44.94	44.53
TendonPlus	62.50	50.78	37.50	35.28

Table D – Portfolio Companies of the Trendlines Agrifood Fund	Outstanding Holdings %	Fully Diluted Holdings %
Equinom	3.85	3.30
Insectta <sup>1</sup>	30.06	30.06
Agwa Farm	12.98	11.60
PlanetWatchers	11.08	8.14
AgriG8 <sup>2</sup>	23.99	22.68
Phytolon	3.93	3.24
Peptobiotics	5.77	4.73

Table E – Portfolio Companies of the Bayer Trendlines Ag Innovation Fund <sup>3</sup>	Outstanding Holdings %	Fully Diluted holdings %
IBI Ag	46.59	42.64
EcoPhage	27.81	23.80
Projini	24.41	22.57
TierraSpec	33.07	29.66

Table F – Portfolio Companies of the MaryLand/Israel Trendlines Fund	Outstanding Holdings %	Fully Diluted Holdings %
ProArc	3.60	3.03

1. Also held by the Trendlines Agrifood Innovation Centre (5%).
2. Also held by the Trendlines Agrifood Innovation Centre (8.63%).
3. All companies held by Trendlines Investments Israel (34.21%, 45.30%, 33.64%, 46.91%, respectively).

# Corporate Governance Report

The Trendlines Group Ltd. ("Trendlines" or the "Company", and together with its subsidiaries, the "Group") recognizes the importance of corporate governance and the offering of high standards of accountability to the shareholders of the Company ("Shareholders"). Good corporate governance establishes and maintains a legal and ethical environment in the Group to protect the interests of the Shareholders and to maximize long-term Shareholders' value.

The Company has complied with the principles and provisions as set out in the Code of Corporate Governance 2018 (the "2018 Code") and the accompanying Practice Guidance (the "Practice Guidance"), as well as the Listing Manual Section B: Rules of Catalyst of the SGX-ST ("Catalyst Rules") and various corporate governance requirements under the Israeli Companies Law (the "Israeli Companies Law") with which the Company, as a company incorporated in Israel whose shares are publicly traded on a stock exchange, is required to comply.

This Corporate Governance Report outlines the Company's corporate governance practices that were adopted during the financial year ended 31 December 2024 (the "FY2024") with specific reference made to the principles and provisions of the 2018 Code and the Practice Guidance, where applicable. Where there are any deviations from the 2018 Code and/or the Practice Guidance, appropriate explanations and/or alternative corporate governance practices adopted by the Company have been provided in the relevant sections below.

## 1. BOARD MATTERS

### The Board's Conduct of Affairs

**Principle 1: The Company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.**

**Provision 1.1 of the 2018 Code: Directors are fiduciaries who act objectively in the best interests of the company.**

**Practice Guidance 1 of the 2018 Code: Board's role.**

The Board sets the appropriate tone from the top for the entire organisation where ethics and values are concerned. The Board works together with Management and oversees the business affairs of the Group.

The Board not only supervises Management's performance toward maximising long-term Shareholders' value, but also assumes responsibility for the Group's overall strategic plans, including financial and operational performance objectives, annual budget, financial performance reviews, compliance and accountability systems, and corporate governance practices.

In accordance with the Israeli Companies Law, every Director by virtue of his or her office occupies a fiduciary position with respect to the Company. A Director is not permitted to place him or herself in a situation where his or her interests conflict with his or her duty. Without derogating from the generality of the foregoing, Directors shall (i) refrain from any conflict of interest between the performance of their duties in the Company and the performance of their other duties or their personal affairs, (ii) refrain from any activity that is competitive with the Company's business, (iii) refrain from taking advantage of any business opportunity of the Company in order to obtain a personal gain for themselves or others, and (iv) disclose to the Company any information or documents relating to the Company's affairs which the Director received by virtue of his or her position as an office holder. As required under the Israeli

# Corporate Governance Report

Companies Law, if a Director knows that he or she has a personal interest in an existing or proposed transaction of the Company, then – without delay and not later than the Board's meeting at which the transaction is first discussed – he or she must disclose to the Company the nature of his personal interest, including any material fact or document. In addition, the Company examines together with the Directors in each Board or Board Committee meeting on whether they have personal interest or conflict of interest with respect to the resolutions on the agenda of such meeting. Generally, a Director who has a personal interest in a transaction (except with respect to a non-extraordinary transaction) which is considered at a meeting of the Board or any Board Committees (as defined below) of the Company may not be present at such a meeting or vote on that matter unless the Chairperson (or also referred to as Chair) of the Board or Board Committee (as applicable) determines that such Director should be present in order to present the transaction that is subject to approval. If a majority of the members of the Board or Board Committee (as applicable) have a personal interest in the approval of a transaction, then all Directors may participate in discussions of the Board or Board Committee (as applicable) on such transaction and vote on approval thereof, but Shareholders' approval will also be required for such transaction.

As at the date of this Corporate Governance Report, the Board of Directors of the Company (the "Board") comprises one Executive Director and four Non-Executive Directors and Independent Directors. The Directors on the Board have the appropriate core competencies and diversity of skills, expertise, and experience to enable them, in their collective wisdom, to contribute effectively to the Group.

The composition of the Board as at the date of this Corporate Governance Report is as follows:

Name of Director	Designation	Date of Appointment	Date of Last Re-Appointment
Ms. Nehama Ronen	Independent Director and Chair of the Board	7 June 2022	19 April 2023
Mr. Sin Boon Ann	Independent Director	17 June 2020	19 April 2023
Professor Low Teck Seng	Independent Director	11 August 2022	18 April 2024
Ms. Sarit Zeevi	External Director (Independent Director)	31 January 2023	–
Mr. Haim Brosh	Executive Director	20 February 2025	–

**Note:**

- (a) Ms. Nehama Ronen was appointed as Chair of the Board effective from 24 February 2025.
- (b) Mr. Haim Brosh was appointed as an Executive Director on 24 February 2025. The Nominating Committee had recommended and the Board had approved Mr Brosh's appointment as an Executive Director of the Company, upon taking into consideration the need to (a) maintain the required number of five (5) directors as stipulated by the Company's Articles of Association; (b) to exploit the knowledge and experience that Mr. Brosh has accumulated in his years of work in the Company as a formal member of the Board of Directors; and (c) to better foster an alignment between the Board and Management of the Company.

# Corporate Governance Report

**Provision 1.2 of the 2018 Code: Directors understand the company's business as well as their directorship duties (including their roles as executive, non-executive and independent directors). Directors to receive appropriate training to develop and maintain their skills and knowledge at the Company's expense.**

The Board recognizes the importance of appropriate orientation training and continuing education for its Directors. All new Directors appointed to the Board are briefed on the Group's activities, strategic direction and policies, key business risks, and the regulatory environment in which the Group operates, as well as their statutory and other duties and responsibilities as Directors, and are provided with copies of the Group's applicable policies including, *inter alia*:

- Disclosure Policy;
- Securities Dealing Policy;
- Whistle Blowing Policy;
- Anti-Bribery and Anti-Corruption Policy;
- Diversity Policy;
- 2018 Code of Business Conduct and Ethics; and
- Any other corporate policy(ies) as may be adopted by the Group, which is applicable to, or supervised, by the Board.

Each newly appointed Director, who has no prior experience as a director of a listed company on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), will be required to undergo relevant training as prescribed by the SGX-ST to acquire knowledge on the roles and responsibilities of a director of a listed issuer. The training costs are borne by the Company.

The Company provides a formal letter setting out the Director's duties and obligations to each newly appointed Director.

The Company's management updates the Board, at least on a quarterly basis, on business and strategic developments of the Group, and the Directors are also provided with updates and/or briefings from time to time by professional advisors in areas such as directors' duties and responsibilities, corporate governance practices, relevant legislations and regulations, risk management and financial reporting standards. In addition, the Directors are also at liberty to approach the Company's management should they require further information or clarification concerning the Group's operations.

To ensure Directors can fulfil their obligations and continuously improve the performance of the Board, all Directors are encouraged to undergo continual professional development during the term of their appointment. Professional development may relate to a particular subject area, committee membership, or key developments in the Company's environment, market or operations which may be provided by accredited training providers such as the Singapore Institute of Directors. Directors are encouraged to consult the Chair if they consider that they personally, or the Board as a whole, would benefit from specific education or training regarding matters that fall within the responsibility of the Board or relate to the Company's business. The Company is responsible for arranging and funding the training for the Directors.

# Corporate Governance Report

In addition, Directors are regularly updated in areas of Directors' duties and responsibilities, corporate governance, changes in financial reporting standards, insider trading, changes in the Israeli Companies Law and industry-related matters, to keep themselves apprised of the latest corporate, regulatory, legal and other requirements.

Board members attended the following briefings and training during FY2024:

- Strategy Plan and Categorizations of Trendlines portfolio companies.
- Activities and developments on portfolio companies, Ceretrieve and EcoPhage on 19 November 2023.
- Activities and developments on portfolio company, Sol-Chip on 7 August 2024.

In addition to the above briefings, Ms. Nehama and Ms. Sarit Zeevi attended and completed all core modules of the Listed Entity Director Program, at the Singapore Institute of Directors. The program's core modules cover a comprehensive range of topics on regulatory compliance and corporate governance pertinent to listed companies in Singapore. The program is designed to equip directors with a clear understanding of their duties and responsibilities as board members.

Pursuant to paragraph 3.2 of Practice Note 4D of the Catalist Rules, first-time directors may be assessed by a listed issuer's Nominating Committee as to whether they possess such relevant experience and therefore need not attend the mandatory training. The Nominating Committee has assessed that even though Mr. Brosh has no prior experience as a director of an issuer listed on the Singapore Exchange, he possesses relevant experience that is comparable to the experience of a person who has served as a director of an issuer listed on the SGX-ST. This includes his extensive experience, with corporate regulatory and compliance requirements, including directors' statutory and other duties, gained during his tenure as Chief Financial Officer and Joint Company Secretary for over six (6) years, as well as his knowledge and experience in mergers and acquisitions and capital markets.

In light of the above, the Nominating Committee view that Mr Brosh should qualify to be exempted from the requirement to undergo mandatory training for purposes of Rule 406(3)(a) of the Catalist Rules. However, if the Nomination Committee feels at any time further training is necessary, there is a budget set aside for such purposes for Mr. Brosh and other board members to undergo such trainings.

## **Provision 1.3 of the 2018 Code: Matters requiring Board approval.**

Matters reserved for the Board's decision are specified in detail under the Israeli Companies Law and the Company's Articles of Association (the "**Articles**"), which provides that the Company's business and affairs are managed under the direction and oversight of the Board, including to exercise all powers and take all actions that are not specifically granted to the Shareholders of the Company. The Board determines the Company's policies and supervises the performance of duties and actions of the Chief Executive Officer (the "**CEO**") and is authorized, amongst other things, to:

- determine the Company's business plans, principles for funding them and the priorities between them;
- review the financial status and determine the credit that the Company is authorized to obtain;
- determine the Company's organizational structure and remuneration policy;
- resolve to issue series of debentures;

# Corporate Governance Report

- report to the Company's Shareholders on the status of the Company's affairs and the results of its business operations at its annual general meetings ("AGM");
- appoint and remove the CEO;
- resolve whether to approve (or disapprove) certain transactions, which require the approval of the Board under the Israeli Companies Law or the Articles;
- issue securities and securities convertible into shares up to the limit of the Company's authorized share capital;
- resolve to affect a distribution in accordance with the Israeli Companies Law;
- provide the Company's opinion in respect of a special tender offer as stipulated in the Israeli Companies Law; and
- determine the minimum number of Directors who should have accounting and financial expertise.

Apart from the matters that specifically require the Board's approval as set forth above, the Board approves certain transactions of the Group exceeding certain threshold limits, while delegating authority for transactions below those limits to the Group's management and/or the Group's investment committees so as to optimize operational efficiency.

The Board has adopted a set of written internal guidelines which set out authorization and approval limits for financing and/or realization of interest transactions between the Company's incubators and their portfolio companies.

## **Provision 1.4 of the 2018 Code: Disclosure on delegation of authority by Board, to Board Committees.**

### **Practice Guidance 1 of the 2018 Code: Board organization and support.**

The Board may, subject to the provisions and limitations of the Israeli Companies Law, delegate any or all of its powers to committees, each consisting of one or more persons (all of whose members must be Directors), and it may from time to time revoke such delegation or alter the composition of any such committee. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. Under Israeli Companies Law, a public company must have an audit committee and a remuneration committee, each comprised of at least three Directors and in which all the Company's External Directors shall be members. In addition, under the Catalyst Rule 406(3)(e), a listed issuer must also establish one or more committees as may be necessary to perform the functions of an audit committee, a nominating committee, and a remuneration committee, with written terms of reference which clearly set out the authority and duties of the committees.

To assist the execution of its responsibilities, the Board has established three committees, namely, the Audit Committee (the "AC"), the Nominating Committee (the "NC") and the Remuneration Committee (the "RC"), all collectively referred to hereafter as the (the "Board Committees").

# Corporate Governance Report

The composition of the Board Committees as re-constituted following the changes to the Board composition with effect from 24 February 2025 and at the date of this Corporate Governance Report are as follows:

	AC	NC	RC
Chair	Ms. Sarit Zeevi	Ms. Nehama Ronen	Ms. Sarit Zeevi
Member	Mr. Sin Boon Ann	Ms. Sarit Zeevi	Professor Low Teck Seng
Member	Professor Low Teck Seng	Mr. Sin Boon Ann	Mr. Sin Boon Ann

These Board Committees have been constituted with clearly written terms of reference, setting out the basic guiding principles for the establishment and activities of the respective Board Committees. Each Board Committee reviews and re-assesses the adequacy of its applicable terms of reference on an annual basis and submits such evaluation, including any recommendations for change, to the Board for consideration, review, discussion, and approval. The Chair of the respective Board Committees will report to the Board on the outcome of the Committee meetings and their recommendations on the specific agendas mandated to the Committee by the Board. The Board is ultimately responsible for the final decision on all matters.

Please refer to Principles 4, 5, 6, 7, 9 and 10 in this Corporate Governance Report for further information regarding the Board Committees.

## **Provision 1.5 of the 2018 Code: Directors attend and actively participate in Board and Board Committee meetings.**

In accordance with the Articles and the Israeli Companies Law, the Board may meet and adjourn its meetings according to the Company's needs and otherwise regulate such meetings and proceedings as the Board deems fit, provided however, that the Board meeting shall convene at least once every quarter.

In order to address the competing time commitments of the Directors and ensure that the Group's operations are not disrupted, the schedule of all Board and Board Committees' meetings is prepared and given to all Directors well in advance. Ad-hoc meetings are also convened when circumstances require, and/or resolutions of the Board in writing are circulated for matters that require the Board's approval.

In accordance with their applicable terms of references, the AC shall meet at least once every financial quarter, while the NC and RC shall meet at least twice in a financial year. Additional meetings are convened according to the Company's needs. Minutes of all meetings of the Board and Board Committees are recorded and duly entered in books provided for that purpose. Such minutes shall, in all events, set forth the names of the Directors present at the meeting and all resolutions adopted thereat. The Articles and the applicable terms of references of the Board Committees allow for the meetings of its Board and the Board Committees to be held by means of a conference call or any other device or means of communication, allowing each Director participating in such meeting to hear from all the other Directors. The Board and Board Committees may also make decisions by way of written resolutions. The dates for the Board, Board Committees' meetings and the AGM are scheduled by Management in advance in consultation with the Directors to assist them in planning their attendance. A Director who is unable to attend a Board meeting can still participate in the meeting by means of a conference call or any other device or means of electronic communication. We believe that contributions from each Director can be reflected in ways other than only focusing on the attendance of each Director at Board and/or Board Committee meetings. A Director would have been appointed on the strength of his or her caliber, experience, and stature, and his or her potential to contribute to the proper

# Corporate Governance Report

guidance of the Group and its businesses. To focus on a Director's attendance at formal meetings alone may lead to a narrow view of a Director's contribution. It may also not do justice to his or her contribution, which can be in many different forms, including management's access to him or her for guidance or exchange of views outside the formal environment of Board meetings. In addition, he or she may initiate relationships strategic to the interests of the Group.

The Directors' attendance at the meetings of the Board and Board Committees, as well as the frequency of such meetings held during FY2024 are as follows:

	Board	AC	NC	RC	AGM	SGM
<b>Number of meetings held (*)</b>	<b>8</b>	<b>3</b>	<b>1</b>	<b>3</b>	<b>1</b>	<b>3</b>
<b>Name of Directors</b>	<b>Number of meetings attended</b>					
Mr. David Todd Dollinger (**)	1	—	—	—	—	—
Mr. Stephen Louis Rhodes (**)	1	—	1	—	—	—
Ms. Elka Nir (***)	7	2	1	3	—	—
Mr. Sin Boon Ann	8	3	1	—	—	—
Ms. Nehama Ronen	8	0	1	—	—	1
Professor Low Teck Seng	8	—	—	3	1	2
Ms. Sarit Zeevi	8	3	—	3	—	—

## Notes:

(\*) Not including written resolutions or open discussion by the board members without any resolutions regarding the rights issue.

(\*\*) Mr. David Todd Dollinger and Mr. Stephen Louis Rhodes stepped down from their position as Executive Directors and co-Chairs of the Company effective 8 March 2024.

(\*\*\*) Elka Nir served as an Independent and External Director of the Company during FY2024, and she ceased as a Director of the Company effective from 24 February 2025 following her 9 years tenure as (i) an Independent Director since the date of her first appointment on 15 October 2015 in compliance with Catalist Rule 406(3)(d)(iv), which comes into effect on 11 January 2023, and (ii) an External Director since her initial election by the shareholders at the Company's Special General Meeting ("SGM") on 24 February 2016. Accordingly, Ms. Elka Nir had also ceased as the Lead Independent Director, the Chair of the Audit and Nominating Committees, and a member of the Remuneration Committee with effect from 24 February 2025.

## **Provision 1.5 of the 2018 Code: Directors with multiple board representations give sufficient time and attention to the Company.**

### **Practice Guidance 4 of the 2018 Code: Multiple directorships.**

Where a Director has multiple board representations, the NC will evaluate if the Director is able to and has been adequately carrying out his or her duties as Director of the Company, taking into consideration the number of his or her listed company board representations, other principal commitments and whether sufficient time and attention had been given by such Director to the Company. Despite some of the Directors having multiple board representations, and principal commitments, the NC is satisfied that these Directors are able to and have adequately carried out their duties as Directors of the Company. In addressing competing time commitments faced when a Director serves on multiple boards, the NC has determined that each Director should hold not more than six (6) listed.

# Corporate Governance Report

The details of directorships and/or Chairmanships in other listed companies and other principal commitments for the Directors of the Company are set out in the Board of Directors section of the Annual Report (page 40). The NC has addressed the competing time commitments faced by Directors serving on multiple boards and is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Company, notwithstanding that some of the Directors have multiple board representations.

## **Provision 1.6 of the 2018 Code: Management to provide directors with complete, adequate and timely information prior to meetings.**

To ensure that the Group's operations are not disrupted, management provides Directors with complete, adequate and timely information prior to meetings and on an on-going basis to enable them to make informed decisions and discharge their duties and responsibilities. Ad-hoc meetings are also convened when circumstances require, and/or resolutions in writing of the Board are circulated for matters that require the Board's approval. It is the aim of the Board to provide shareholders with a balanced and understandable assessment of the Company's performance, position, and prospects. This responsibility extends to the half-year and full-year financial results announcements, other price-sensitive public reports and reports to regulators (if required).

To enable the Board to fulfill its responsibilities and make informed decisions, the Board obtains from the Company's management information which the Board deems adequate, complete and in a timely manner.

Management recognizes the importance of circulating information on a timely basis to ensure that the Board has adequate time to review the materials to facilitate a constructive and effective discussion during the scheduled meetings.

Prior to each meeting, members of the Board and Board Committees are provided with the notices, agendas of their respective meetings and documentation containing background or explanatory information relating to the matters brought before the relevant meetings, including, where applicable, copies of disclosure documents, budgets, forecasts and internal financial statements. In respect of budgets, any material variance between the projections and actual results are disclosed and explained to the Board.

The Company's management, legal advisors and auditors, who can provide additional insight into the matters for discussion are also invited from time to time to attend such meetings, subject to and in accordance with the provisions of the Israeli Companies Law regarding such participation by non-members in such meetings.

The minutes of meetings of the Board and Board Committees are circulated to all Board or Board Committee members (where applicable) after the respective meetings for their review and approval.

The key management personnel (the "KMP") of the Company will also provide any additional material or information that is requested by the Directors or that is necessary to enable the Board to make a balanced and informed assessment of the Group's performance, position, and prospects. Directors are also provided with the contact details of KMPs to facilitate direct and independent access to management.

## **Provision 1.7 of the 2018 Code: Directors have separate and independent access to management and company secretary.**

All Directors have separate and independent access to the management, other KMPs, independent external auditors (Ernst & Young LLP (Singapore), a member of Ernst & Young Global ("EY Singapore") and Messrs. Kost Forer Gabbay & Kasierer ("EY Israel"), other independent professional advisors and the joint Company Secretaries namely, Ms. Sahar Farah, the Company's Israeli Secretary , as well as the Company's Singaporean Secretary, Ms. Eunice Hooi Lai Fann, (collectively, the "Company Secretaries"), via telephone, e-mails and meetings. Any additional materials or information requested by the Directors are promptly furnished.

# Corporate Governance Report

The role of the Company Secretaries includes, inter-alia, responsibility for ensuring that Board procedures are followed and that applicable rules and regulations are complied with, specifically, the Company's Israeli Secretary is responsible for ensuring the Company's compliance with applicable Israeli rules and regulations, and the Company's Singaporean Secretary is responsible with respect to the Company's compliance with applicable Singapore rules and regulations governing listed issuers on the SGX-ST. Under the direction of the Chair of the Board and CEO, the Company Secretaries' responsibilities also include ensuring good information flow within the Board and Board Committees and between management and Non-Executive Directors, advising the Board on all governance matters, as well as facilitating orientation and assisting with professional development as required.

At least one of the Company Secretaries is present at the meetings of the Board and Board Committees, subject to applicable laws.

Under the Articles, the appointment and removal of the Company Secretaries is subject to the approval of the Board, however the Board may delegate such authority to the CEO.

Under Israeli Companies Law, the Directors may, under special circumstances and in the furtherance of their duties, receive independent professional advice at the Company's expense subject to the approval by the Board or competent Court. No independent professional advice was obtained during FY2024.

## Board Composition and Guidance

***Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.***

**Provision 2.1 of the 2018 Code: NC adopts the definition of what constitutes as "independent director".**

The Board considers an Independent Director (as defined in Practice Guidance 2) as one who is independent in conduct, character and judgement, and has no relationship with the Company, the Company's related companies, five percent (5%) Shareholders or the Company's officers, which could interfere, or be reasonably perceived to interfere, with the exercise of that Director's independent business judgment with a view to the best interests of the Company. The independence of each Director is reviewed annually by the NC, in accordance with the definition of independence in the Catalist Rule 406(3)(d), Provision 2.1 and Practice Guidance 2 of the 2018 Code, and the Israeli Companies Law.

For FY2024, four (4) out of five (5) Independent Directors of the Company had served as a member of the Board for less than nine consecutive years since the date of his or her first appointment, namely, Mr. Sin Boon Ann, Ms. Nehama Ronen, Professor Low Teck Seng and Ms. Sarit Zeevi – who were appointed to the Board on 17 June 2020, 7 June 2022, 11 August 2022 and 31 January 2023, respectively.

Ms. Elka Nir was first appointed to the Board as an Independent Director, and has served on the Board for more than nine years from the date of her first appointment.

Under the Israeli Companies Law, the shareholders of public companies must elect, by a Disinterested Majority, at least two (2) members of the board of directors who qualify as External Directors under the Israeli Companies Law. Each External Director is appointed for a term of three (3) years, which may be extended for two (2) additional terms of three (3) years each, subject to the requirement of the Israeli Companies Law.

# Corporate Governance Report

In accordance with recent updates to the Israeli Companies regulations, the tenure of External Directors is no longer limited to nine years. However, any extensions beyond this period are permissible for a period of up to three (3) years each, provided that the following conditions are met:

1. The Audit Committee, and followed by it, the Board of Directors, approved that in light of the expertise and unique contribution of the External Director to the work of the Board of Directors and its committees, the appointment for an additional term is in the best interest of the Company;
2. The appointment for the additional term was approved by a Disinterested majority at the General Meeting of the shareholders; and
3. the period during which the External Director served as such, and the reasonings of the Audit Committee and the Board of Directors for extending the term of office were presented at the General Meeting of the shareholders prior to its approval.

Ms. Elka Nir, was reappointed by the General Meeting of the shareholders as an External Director on 4 March 2022 for a period of 3 years as set out in the Company's circular dated 28 January 2022 (until 24 February 2025). As Ms. Elka Nir was originally appointed as an External Director on 24 February 2016, she has completed 9 years as an External Director on 24 February 2025.

On 20 February 2025, the Audit Committee and the Board of Directors decided to recommend extending the tenure of Ms. Elka Nir as External Director for an additional 3 years based on her expertise and special contribution to the Company over the years. Accordingly, Ms. Elka Nir ceased to be a Board member as of the end of 23 February 2025 and relinquished her position as Chair of the Nominating Committee, Chair of the Audit Committee, and a member of the Remuneration Committee. Ms. Elka Nir shall not participate as a Board member of the Company respectively until such re-election at the SGM is approved by the Shareholders. Notwithstanding that the current terms of Ms. Nir expired on 24 February 2025, upon re-election at the SGM, Ms. Elka Nir shall continue to remain as External Directors with effect from 23 April 2025.

In line with the revised Rule 406(3)(d)(iv) of the Catalist Rules, which came into effect on 11 January 2023. Accordingly, Ms. Elka Nir had ceased as an Independent Director of the Company and the Lead Independent Director with effect from 24 February 2025. Following the appointment of the Independent Director, Ms Nehama Ronen as the Chair of the Board effective from 24 February 2025, it is not necessary for the Company to appoint a Lead Independent Director.

As of the date of this report, four out of five Board members are Independent Directors, and the NC has received and reviewed the annual confirmation of independence from each Independent Director. The NC believes that the Board shall be able to exercise independent judgment on corporate affairs and ensure that no one individual or groups of individuals dominate any decision making process. The NC is of the view that the Board has a good balance of Directors who have extensive business, financial, accounting and management experience who as a group provide core competencies necessary to meet the Group's objectives.

Each member of the NC had abstained from deliberations in respect of the assessment of his or her own independence.

The Independent Directors have confirmed their independence by providing the Company with written declarations in accordance with the Israeli Companies Law and the 2018 Code. The Board has reviewed and confirmed the independence of the Independent Directors, namely Mr. Sin Boon Ann, Ms. Nehama Ronen, Professor Low Teck Seng and Ms. Sarit Zeevi.

# Corporate Governance Report

## **Provisions 2.2 and 2.3 of the 2018 Code: Non-executive and independent directors make up the majority of the Board.**

Ms. Nehama Ronen, an Independent Director of the Company, was appointed as the interim Chair of the Board effective 8 March 2024, following the cessation of Mr. David Todd Dollinger and Mr. Stephen Louis Rhodes as Executive Directors and co-Chairs of the Company. Ms. Nehama Ronen was appointed as the Chair of the Board effective from 24 February 2025.

In line with Provision 2.2 and 2.3 of the 2018 Code, majority of the current Board composition is made up of Non-Executive and Independent Directors: four (4) Independent Directors and one (1) Executive Director.

In addition, under Israeli Companies Law, shareholders of public companies must elect, by a Disinterested Majority (as defined under the Israeli Companies Law), at least two (2) members of the Board who qualify as "External Directors" under the Israeli Companies Law. External Directors must meet certain standards of independence at the time of their appointment and during the two-year period prior to their appointment. For further details on the External Directors, please refer to pages 297 to 300 of the Company's offer document dated 16 November 2015 and the SGM Circular dated 28 January 2022, 23 December 2022 and 13 March 2025.

## **Provision 2.4 of the 2018 Code: The Board and Board Committees are of an appropriate size.**

In accordance with the Company's Articles, which was amended pursuant to shareholders' approval at the SGM held on 20 July 2022 (please refer the SGM Circular dated 28 June 2022), the Board must consist of at least five (5) and not more than eleven (11) Directors, including at least two (2) External Directors required to be appointed under the Israeli Companies Law.

The Company's Non-Executive Directors, namely, Mr. Sin Boon Ann, Ms. Nehama Ronen, Professor Low Teck Seng and Ms. Sarit Zeevi are professionals from different professions and with working backgrounds, bringing to the Company their wealth of knowledge, business expertise and contacts in the business community and play an important role in helping the Company to shape its business strategy by allowing the Company to draw on their diverse backgrounds and working experience. Although the Non-Executive Directors are not involved in the day-to-day running of the Company's operations, they play an invaluable role in furthering the business interests of the Company by contributing their experience and expertise. In addition, all the Non-Executive Directors also sit on the various Board Committees and provide constructive input and oversight of the Company and its management.

The Board believes that, considering the scope and nature of the operations of the Company, the Board and Board Committees are of an appropriate size, allowing the Board and Board Committees to facilitate efficient and effective decision making.

Mr. Haim Brosh was appointed as an Executive Director of the Company following the cessation of Ms. Elka Nir as an Independent, External Director of the Company with effect from 24 February 2025, in order to maintain the minimum required number (five) of directors as stipulated by the Company's Articles of Association (among other reasons).

## **Practice Guidance 1 of the 2018 Code: Director competencies.**

## **Practice Guidance 2: Board diversity policy.**

As required under the Catalist Rule 710A, the 2018 Code and based on the recommendation of the NC, the Company has adopted a board diversity policy (the "**Board Diversity Policy**") that addresses the balance of gender, skills and experience, and any other relevant aspects of diversity, to enhance and strengthen the quality of the Board's composition and contribution to the Group.

# Corporate Governance Report

With a view to achieving a sustainable and balanced development, the Company sees diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects included: gender, age, nationalities, ethnicity, cultural background, educational background, experience, skills, knowledge, independence, and length of service.

The NC will continue to monitor the implementation of the Board Diversity Policy and report annually, in the Corporate Governance Report, on the Board's composition under diversified perspectives, and monitor the implementation of the Board Diversity Policy.

Under Israeli Companies Law, at least one of the External Directors must have "accounting and financial expertise" and the rest of the External Directors must have either "professional competence" or "accounting and financial expertise". The conditions and criteria for a director qualifying as having accounting and financial expertise or professional competence are set out in regulations adopted under the Israeli Companies Law.

The Board is responsible for determining the minimum number of Directors, who should have accounting and financial expertise. In determining the number of Directors required to have accounting and financial expertise, the Company's Board must consider, amongst other things, the type and size of the Company, the scope and complexity of its operations and the number of its Directors. Under Israeli Companies Law, at least two of the Directors must possess accounting and financial expertise and a public company must appoint at least one director of each gender. In this regard, the current Board composition provides a diversity of gender, core competencies and expertise to the Company as follows:

## ***Balance and Diversity of the Board members (as at the date of this report)***

	<b>Number of Directors</b>	<b>Proportion of the Board</b>
<b>(i) Core Competencies</b>		
Accounting and Financial expertise	2	40% represented by: Ms. Sarit Zeevi and Mr. Haim Brosh
Legal or Corporate Governance/Compliance expertise	3	60% represented by: Mr. Sin Boon Ann, Ms. Nehama Ronen and Ms. Sarit Zeevi
Relevant Industry Knowledge and Sustainability expertise	2	40% represented by: Professor Low Teck Seng and Mr. Haim Brosh
Strategic Planning and Risk Management expertise	3	60% represented by: Ms. Nehama Ronen and Ms. Sarit Zeevi and Mr. Haim Brosh
<b>(ii) Gender</b>		
Male	3	60%
Female	2	40%

# Corporate Governance Report

The NC and the Board are cognizant of the recommendations as set out under Provision 2.4 and Practice Guidance 2 of the 2018 Code and are of the view that the above-mentioned practices adopted by the Company is consistent with the intent of Principle 2 of the 2018 Code. The Board aims to have an appropriate mix of members with complementary skills, core competencies and experience for the Company as required by the 2018 Code, regardless of gender. The Board is mindful that diversity is not specific to gender or certain personal attributes and would strive to ensure the diversity would enhance the long-term success of the Group. The objective of the policy is to avoid group thinking and foster constructive debate and ensure that composition is optimal to support the Group's needs in the short and long term.

The Board considers that its current Directors possess the necessary competencies, knowledge, and diversity to lead and govern the Group effectively, and that its current composition is sufficiently diverse. As such, save for the target of maintaining the existing high level of diversity of the Board, the NC is of the view that the Company does not need any additional targets or plans to further diversify its Board composition. Notwithstanding, the NC will continue to review the Board's composition on an annual basis in conjunction with its Board Diversity Policy and, where necessary, recommend such additional targets and timelines (if needed) for the Board's consideration and approval.

The Company benefits from the extensive business acumen of its Directors across all backgrounds. The mentioned benefit has been achieved with the current level of diversity. This forms the basis for the Board's position that the Board is sufficiently diverse.

The Board values on-going professional development and recognizes that it is important that all Directors receive regular training to serve effectively on and contribute to the Board. To ensure Directors can fulfil their obligations and to continually improve the performance of the Board, all Directors are encouraged to undergo continual professional development. Professional development may relate to a particular subject area, committee membership, or key developments in the Company's environment. Directors are encouraged to consult the Chair and Chief Executive Officer if they consider that they personally, or the Board as a whole, would benefit from specific education or training on matters that fall within the responsibility of the Board or relate to the Company's business. Such training costs are borne by the Company. The Company would also arrange for the senior management to brief the Directors on the Group's business periodically.

The Directors' academic and professional qualifications are presented on pages 40 to 42 of this Annual Report. The Board has taken the following steps to maintain or enhance its balance and diversity:

- Annual review by the NC to evaluate the size, composition and role of the Board and Board Committees and the methods and processes for evaluating Board and Board Committees' effectiveness in fulfilling their duties and responsibilities.
- The NC shall identify gaps in the mix of skills, experience and other qualities required in an effective Board and recommend suitable candidates to fill these gaps.
- The NC will consider the results of these exercises in its recommendation for the appointment of new directors and/or the re-appointment of incumbent directors.

# Corporate Governance Report

## **Provision 2.5 of the 2018 Code: Regular meetings of non-executive directors.**

The Independent Directors met or communicated amongst themselves without the presence of the management during FY2024. Led by the Lead Independent Director, the Independent Directors, constituting all of the members of the AC, shall meet at least once annually without the presence of the Company's management and Non-Independent Directors, to discuss matters of significance.

The Independent Non-Executive Directors would meet as regularly as warranted, to discuss concerns or matters such as the effectiveness of management, without the presence of KMPs of the Company. During FY2024, the Independent Directors met on 21 February 2024 without the presence of KMPs. The Chair of such meeting provides feedback to the Board and/or its Chair as appropriate.

## **Chair and Chief Executive Officer**

***Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.***

## **Provision 3.1 and 3.2 of the 2018 Code: Role of Chair and Chief Executive Officer.**

Ms. Nehama Ronen, an Independent Director of the Company, was appointed as the interim Chair of the Board effective 8 March 2024 and later as the Chair of the Board effective from 24 February 2025. The Chair of the Board leads the Board discussions, fostering constructive conditions that renders the Board effective. The Chair of the Board facilitates effective contribution and promotes high standards of corporate governance. The Chair of the Board performs a significant leadership role by providing clear oversight and guidance to the management on strategy.

Mr Haim Brosh was appointed as the CEO and interim Chief Financial Officer ("CFO") of the Company effective 1 November 2023. Mr Brosh was appointed as an Executive Director of the Company with effect from 24 February 2025. The CEO takes a leading role in developing the businesses of the Group and manages the day-to-day operations with the assistance of key management personnel. He proposes strategic proposals to the Board and implements decisions made by the Board driving the transformation of the Group's businesses.

The Chair and CEO are not related. Their roles are separate to ensure a clear division of responsibilities, increased accountability, and greater capacity of the Board for independent decision making.

## **Provision 3.3 of the 2018 Code: Appointment of Lead Independent Director**

### **Practice Guidance 2: Role of the Lead Independent Director**

Ms. Elka Nir had served as the Lead Independent Director of the Company since 2015 till her cessation as an Independent, External Director with effect from 24 February 2025. The Company does not have a lead Independent Director given that the majority of the Board is non-executive and that the Chair is independent. Furthermore, the NC, the RC and the AC are all chaired by Independent Directors.

During FY2024, Ms Elka Nir had served as the Company's Lead Independent Director and she was available to the Shareholders where they have concerns and for which contact through the normal channels of the Chair and Chief Executive Officer or the Chief Financial Officer (or equivalent) has failed to resolve or is inappropriate or inadequate. As the Company's Lead Independent Director, she was available to Shareholders during FY2024 via email at the email address ([auditcommittee@trendlines.com](mailto:auditcommittee@trendlines.com)) which can be found in the corporate website: <https://www.trendlines.com/investors/investors-about/governance/>.

# Corporate Governance Report

## Board Membership

**Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.**

**Provision 4.1 of the 2018 Code: NC to make recommendation to the Board on relevant matters.**

The NC is established, *inter-alia*, for the purpose of ensuring that the Company has a formal and transparent process for all Board appointments, performance evaluation and professional development.

The authority and duties delegated by the Board to the NC are detailed in written Terms of Reference approved by the Board, and include, *inter alia*:

- Developing corporate governance guidelines and principles for the Company;
- Identifying individuals qualified for nomination to the Board, and reviewing and recommending the nomination or re-nomination of the Directors, having regard to the Director's contribution and performance;
- Considering the structure and composition of the Board and Board Committees;
- Evaluating the process and criteria for evaluation of the performance of the Board, its Board committees and Directors;
- Evaluating the performance and effectiveness of the Board, the Board Committees and each of their members;
- Succession planning, including the appointment recommendations of Directors, Chair and CEO and senior management;
- Training and professional development program for Board members;
- Determining on an annual basis whether or not a Director is independent or whether an individual qualifies as an External Director in accordance with the Israeli Companies Law and the 2018 Code;
- Maintaining of the Board Diversity Policy, setting and monitoring the accompanying targets/plans and timeline for achieving the targets;
- Reviewing and approving any new employment of related persons and the proposed terms of their employment, subject to the requirements under Israeli Companies Law; and
- Recommending from time to time to the Board concerning such other matters, including matters related to corporate governance, as appropriate.

Each member of the NC shall abstain from all discussions and voting on any resolution in respect of the assessment of his or her performance or re-nomination as a Director.

# Corporate Governance Report

## **Provision 4.2 of the 2018 Code: The NC comprises at least three directors, majority of whom, are independent.**

The NC comprises 3 directors, all of which, including the NC Chair, are independent. The names and roles of the members of the NC are set out on page 55 of this Annual Report.

## **Provision 4.3 of the 2018 Code: The Company discloses the process for the selection, appointment and re-appointment of directors to the Board.**

### **Practice Guidance 4 of the 2018 Code: Selection, appointment and re-appointment process.**

The NC considers and recommends to the Board the appropriate structure, size and needs of the Board, with regard to the appropriate skills mix, personal qualities and experience required for the effective performance of the Board. The NC also recommends all appointments and retirements of Directors and considers candidates to fill new positions created by expansion or vacancies that occur by resignation, retirement or for any other reasons.

Candidates are selected based on their character, judgment, business experience and acumen. The Company also considers Company-specific factors (such as size and composition of the Board, nature and scope of the Group's operations) in deciding on the capacity of Directors.

The NC is responsible for identifying individuals qualified for nomination to the Board and/or any Board Committee and reviewing and recommending the appointment or re-appointment of the Directors and/or members of the various Board Committees, having regard for amongst others: (i) the education, track record, experience and capabilities of the candidate; (ii) whether the candidate's competencies, skills and personal qualities are aligned with the Company's needs and any criteria for selecting new Directors established by the Board; and (iii) whether the candidate understands the demands and expectations of a Director of the Company.

With respect to new directors, the NC would usually consider candidates drawn from the contacts and networks of existing Directors and may approach relevant institutions to source for a suitable candidate. The NC would meet or interview the candidates via teleconference or other means deemed appropriate to assess their suitability. With respect to re-appointment of Directors, the NC shall also assess the performance of the Director in accordance with performance criteria to be determined by the Board from time to time, and the current needs of the Board.

Subject to the NC's satisfactory assessment, the NC would recommend to the Board the proposed appointment or re-appointment of the Director to the Board and/or any Board Committee for its consideration and approval.

Pursuant to the Articles, each of the Directors, other than the External Directors (for whom special election requirements apply under the Israeli Companies Law as detailed below) will be appointed by a simple majority vote of holders of the Company's voting shares, participating and voting at an annual general meeting of the Shareholders. Other than External Directors, the Directors are divided into three groups with staggered three-year terms. Each group of Directors consists, as nearly as possible, of one-third of the total number of Directors constituting the entire Board (other than the External Directors). At each annual general meeting of the Shareholders, the election or re-election of Directors following the expiration of the term of office of the Directors of that group of Directors will be for a term of office that expires on the third AGM following such election or re-election, such that from 2016 and after, at each AGM, the term of office of only one group of Directors will expire (i.e. the term of office of Group I will initially expire at the AGM held in 2016 and thereafter at 2019, 2022, 2025 etc.). Each Director will hold office until the AGM of the Shareholders in which his or her term expires, unless they are removed by a vote of more than fifty percent of the total voting power of the Shareholders present and voting at an AGM of the Shareholders or upon the occurrence of certain events, in accordance with the Articles.

# Corporate Governance Report

The Directors (other than External Directors) are divided among the three groups as follows:

- i. The Group I Directors are Mr. Sin Boon Ann and Ms. Nehama Ronen who were re-elected at the Company's AGM held on 19 April 2023 and their term of office will expire at the next AGM to be held in 2026 and when their successor will be elected and qualified or they will be re-elected.
- ii. The Group II Director is Mr. Haim Brosh, who will be re-elected at the Company's forthcoming AGM to be held on 23 April 2025 and his term of office will expire at the AGM to be held in 2028.
- iii. The Group III Director is Professor Low Teck Seng, who was re-elected at the Company's AGM held on 18 April 2024 and his term of office will expire at the Company's AGM to be held in 2027.

Following the cessation of Mr. David Todd Dollinger and Mr. Stephen Louis Rhodes as Executive Directors and co-Chairs of the Company effective 8 March 2024, the remaining five (5) Board members for the whole of FY2024 were entirely Independent Directors in accordance with both the Israeli Companies Law and the 2018 Code (the "**Independent Directors**"). This enables the Management to benefit from their external, diverse and objective perspective of issues that are brought before the Board. It also allows the Board to interact and work with the Management through a constructive exchange of ideas and views to shape the strategic process.

External Directors are elected for an initial term of three (3) years and may be elected for two additional three-year terms under the circumstances set forth under the Israeli Companies Law. External Directors may be removed from office only under limited circumstances set forth in the Israeli Companies Law. Despite the aforesaid, in accordance with the Israeli Companies Regulations (Relief for Public Companies Traded on Stock Exchanges Outside of Israel) of 2000, in foreign-traded Israeli company, External Directors' tenure is not limited to nine (9) years, provided that any extensions of tenure beyond 9 years shall be subject to approval by the Company's Audit Committee, by the Board of directors and by a special majority in the general meeting (the same mechanism applicable to the original appointment of such directors) and that the Audit Committee and the Board of directors approved that such extension is required given the expertise and special contribution of such External Director/s.

Following the recommendation of the NC and the Board, the Shareholders had approved by way of a special majority (as required under Israeli Companies Law) the election of Ms. Sarit Zeevi, an Independent Director of the Company, to serve as an External Director of the Company at the Company's SGM held in January 2023. Ms. Sarit Zeevi's re-election as External Director will be due for shareholders' approval at the Company's SGM in April 2026.

Ms. Elka Nir's directorship was extended at the Company's SGM held in February 2019 first, and subsequently in March 2022 SGM. Since her initial appointment as an External Director on 24 February 2016, Ms. Elka Nir had completed 9 years as an External Director of the Company on 24 February 2025, and she had ceased as an Independent and External Director of the Company as well as the Lead Independent Director, the Chair of the AC, NC and a member of the RC with effect from 24 February 2025.

In accordance with recent updates to the Israeli Companies regulations, the tenure of External Directors is no longer limited to nine years. On 20 February 2025, the members of the Company's AC, NC and the Board of Directors had considered and recommended extending the tenure of Ms. Elka Nir as External Director for an additional three (3) years based on her expertise and special contribution to the Company over the years. Ms. Elka Nir, being a member of the AC and NC had abstained from all discussions and deliberation relating to her appointment to serve as an External Director of the Company.

# Corporate Governance Report

Accordingly, it was recommended that Ms. Elka Nir's appointment to serve as an External Director of the Company shall be proposed for shareholders' approval via a Special General Meeting ("SGM") to be held in April 2025 immediately after the conclusion of the Company's Annual General Meeting to be held on the same day. Subject to shareholders' approval, Ms. Elka Nir will be newly appointed as a Non-Independent and Non-Executive, External Director of the Company and detailed information on her appointment pursuant to Appendix 7F of the Catalist Rules will be announced via SGXNet on the same day as the Circular, Notice and Proxy Form for the SGM.

At the Company's forthcoming AGM in April 2025, Mr. Haim Brosh is due for re-election pursuant to the Company's articles of association. Additional information on Mr Brosh's re-election as required in the format of Appendix 7F of the Catalist Rules are set out on pages 92 to 98 of this Report.

#### **Provision 4.4 of the 2018 Code: NC to determine director independence annually.**

The NC is also in charge of determining annually whether or not a Director is independent. Annually, each Independent Director is required to complete a checklist to confirm his or her independence. The checklist is drawn up based on the guidelines provided in the 2018 Code and the Catalist Rules. The Board concurred with the NC's view that the four (4) Independent Directors are independent, taking into account the circumstances set out in Catalist Rule 406(3)(d), Provision 2.1 and Practice Guidance 2 of the 2018 Code.

#### **Practice Guidance 4 of the 2018 Code: Appointment of alternate Directors.**

Alternate directors will be appointed as and when deemed necessary by the NC. The Company currently does not have any alternate directors.

#### **Provision 4.5 of the 2018 Code: Key information regarding Directors.**

The key information about the Directors, including their academic and professional qualifications, appointment dates and directorships held in other listed companies for the past three years and principal commitments, are set out on pages 40 to 43 of this Report.

Information on the Directors' shareholding in the Company and its related corporations is set out on page 101 of this Report.

The measures and evaluation tools in place to assess the performance and consider competing time commitments of the Directors include the following:

- In the case of a Director who has multiple board representations or a significant number of principal commitments, the NC shall consider whether he or she is able to and has been adequately carrying out his or her duties as a Director, taking into consideration the number of his or her listed company board representations and other principal commitments;
- Whether such Director had attributed sufficient time and attention to the Company; and
- Annual confirmations by each Director on his or her ability to devote sufficient time and attention to the Company's affairs, having regard to his or her other commitments.

Having assessed the capacity of the Directors based on factors disclosed above, the Board is of the view that other than in special circumstances, a maximum of six (6) listed companies board representations would allow Directors to have increased exposure to different boards and broaden their experience and knowledge in relation to Board matters, hence ultimately benefitting the Company.

# Corporate Governance Report

Each Director serves less than six (6) listed company board representations, as mentioned in the above paragraph under Provision 1.5 and Practice Guidance 1.

The NC has reviewed the time spent and attention given by each of the Directors to the Company's affairs, taking into account the multiple directorships and other principal commitments of each of the Directors (if any), and is satisfied that all Directors have discharged their duties effectively for FY2024.

## **Provision 4.1(a) of the 2018 Code: Succession Planning**

On 7 August 2017, the Board of Directors approved a Succession Plan for the Company following the NC recommendation (the “**Succession Plan**”). In December 2021 and on 21 February 2024, the Board reviewed and updated the Succession Plan for the Chair and the CEO, as well as the KMP.

While reviewing the Succession Plan, the Board has in mind the Company's strategic priorities and the factors affecting the long-term success of the Company.

The succession plan focuses on providing short term as well as long-term solutions for the Company's continued functioning in the event of the termination of one or both of the Chair and the CEO, as well as KMP under unforeseen circumstances.

The succession plan focuses on the appointment of a successor for each Chair and the CEO and KMP (temporary or permanent) and takes note of critical tasks that must be considered immediately upon termination of either one or both of the Chair and the CEO, as well as KMP.

## **Board Performance**

***Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its Board Committees and individual directors.***

### **Provisions 5.1 and 5.2 and Practice Guidance 5 of the 2018 Code: Board to implement process to address how the Board's performance may be evaluated and disclose the process in annual report.**

The NC is responsible for evaluating the effectiveness of the Board and Board Committees as a whole, by assessing the contribution of the Chair and each individual Directors to the effectiveness of the Board and the Board Committees, in accordance with a formal process recommended by the NC and implemented by the Board. The performance evaluation procedure established by the NC includes, *inter alia*, assessment of the effectiveness of the Board's performance as a whole and the performance of each individual Board Committee (AC, NC and RC) in accordance with predetermined evaluation criteria approved by the Board pursuant to the recommendation of the NC. The Board, in accordance with the recommendations of the NC, agreed that collective evaluation in lieu of individual evaluation is a more appropriate method of evaluation for the Company, as it provides for more effective and objective input (and whereas individual evaluation can inhibit Board dynamics and group performance). As such, no individual assessment on the contribution by the Chair and each individual Director to the effectiveness of the Board and Board Committees has been conducted.

The Board has not engaged any external facilitator in conducting the assessment of the performance of the Board and the Board Committees. If and where relevant, the NC will consider such an engagement.

# Corporate Governance Report

The table below sets out the performance criteria, as recommended by the NC and approved by the Board, to be relied upon to evaluate the effectiveness of the Board as a whole and its Board Committees. The performance evaluation is carried out on an annual basis and is designed to assess the effectiveness of the Board and the Board Committees, as well as to enable the NC Chair and Board to identify the areas of improvement or enhancement which can be made to the Board and the Board Committees.

Performance criteria for the Board and Board Committees are as follows:

1. Board composition and Board Committees' memberships
2. Board conduct of affairs, including procedures and access to information
3. Board and Board Committees processes
4. Training and Resources
5. Remuneration framework
6. Board accountability
7. Internal controls and Risk management systems
8. Multiple Board Representation, Board Diversity and Succession planning

For FY2024, the review process was conducted by the Company's Singaporean Secretary by preparing a performance evaluation questionnaire to be completed by each Director and each Board Committee member. The detailed process is as follows:

- (a) All Directors individually complete separate evaluation questionnaires meant for the Board and the respective Board Committees on the performance and effectiveness of the Board and the respective Board Committees;
- (b) The feedback and scores submitted by each Director and each Board Committee member is then collated by the Company's Singaporean Secretary and a separate report is prepared and submitted to the NC Chair in respect of each AC, NC, RC and Board performance evaluation and the areas with low scores requiring improvement highlighted to the NC Chair; and
- (c) The NC will discuss the reports and the results of the performance evaluation for the Board and each Board Committee during the NC meeting, including identifying areas for improvement and recommending appropriate follow-up actions plans in relation thereto.

The NC, having reviewed the overall performance of the Board and Board Committees in terms of their role and responsibilities and the conduct of their affairs as a whole, is of the view that the performance of the Board and Board Committees have been satisfactory and that the Board and Board Committees have met their performance objectives in FY2024.

# Corporate Governance Report

## 2. REMUNERATION MATTERS

**Principle 6: Procedures for Developing Remuneration Policies:** *The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.*

**Provision 6.2 of the 2018 Code:** RC comprises at least three directors and the majority of whom are independent.

Under the Israeli Companies Law, a public company must have a RC comprising at least three directors, including all of the External Directors who must be the majority members and one thereof must serve as the Chair of the committee. All the remaining members must receive remuneration for their service as Directors of the Company, in accordance with the regulations under the Israeli Companies Law governing the remuneration of the external directors. The RC must not include the Chair of the Board of Directors, any controlling shareholder or a relative of a controlling shareholder or any director employed by the Company or by the Company's controlling shareholder or by an entity under the control of the Company's controlling shareholder, or a Director who provides services, on a regular basis, to the Company, to its controlling shareholder or to any entity under the control of such controlling shareholder, as well as any Director whose principal livelihood derives from the Company's controlling shareholder.

The RC comprises three members, all of whom are Independent Directors, including the RC Chair. The names of the members of the RC are set out on page 55 of this Report.

**Provision 6.1 of the 2018 Code:** The Board establishes RC to review and make recommendations.

**Practice Guidance 6 of the 2018 Code:** There should be written terms of reference which clearly spell out authority and duties of the RC.

**Provision 6.3 of the 2018 Code:** RC considers all aspects of remuneration, including termination terms, to ensure they are fair.

The authority and duties delegated by the Board to the RC are detailed in the written terms of reference approved by the Board, and include, *inter alia*:

- Reviewing and making recommendations to the Board with respect to the approval of the compensation policy with respect to the terms of office and employment of office holders and any extensions thereof;
- Periodically reviewing the implementation of the compensation policy and providing the Board with recommendations with respect to any amendments or updates thereto;
- Reviewing and resolving whether or not to approve arrangements with respect to the terms of office and employment of office holders;
- Determining whether or not to exempt a transaction with a candidate for CEO from Shareholders' approval because such approval would preclude the engagement with such candidate, provided that such transaction is consistent with the compensation policy;

# Corporate Governance Report

- Overriding a determination of the Shareholders in relation to certain compensation related issues, subject to the approval of the Board and under special circumstances, such as, the approval of the Company's compensation policy, after such compensation policy was reconsidered by the RC and on the basis of detailed reasons, the RC and thereafter the Board determined that the adoption of the compensation policy is in the best interests of the Company despite the objection of the Shareholders;
- The establishment of key human resources and compensation policies, including all incentive and equity-based compensation plans;
- Evaluating the Company's executive and senior management; and
- Recommending to the Board a framework of remuneration for the Directors and other office holders, including KMPs, and determining specific remuneration packages for each Director and office holder, including, without limitation, directors fees, salaries, allowances, bonuses, benefits in kind, pension rights, compensation payments (including any compensation payable for loss or termination of office, service or appointment), incentive payments, options and share-based incentives and awards.

In addition, the RC will perform an annual review of the remuneration of both employees who are substantial shareholders of the Company and employees related to the Directors and/or substantial shareholder of the Company (as defined in the Catalyst Rules) to ensure that their remuneration packages are fair and reasonable and in line with the Company's staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities. The RC will also review and approve any bonuses, pay increases and/or promotions for these employees.

Each member of the RC shall abstain from all discussions and voting on any resolutions in respect of his or her remuneration package or that of employees related to him or her. The remuneration of the External Directors is also subject to the limitations under the Israeli Companies Law and applicable regulations thereunder.

Under the Israeli Companies Law, within nine months following a company's public listing, a compensation policy with respect to the terms of office and employment of office holders must be approved by the board of directors of such company, after considering the recommendations of its remuneration committee, and by a special majority of the company's shareholders. The Company had at the SGMs held on 2 August 2016, on 13 February 2019, on 22 April 2021, and on 18 April 2024 obtained Shareholders' approval (by the special majority) for the adoption of the compensation policy for the Company's executives and Directors ("Compensation Policy"). The Compensation Policy must be reviewed from time to time by the RC and the Board, in order to consider its adequacy, and must be reapproved in accordance with the above-mentioned approval process at least once in every three years – i.e., by April 2027.

The following is a brief overview of the Compensation Policy (capitalized terms used herein shall bear the same meanings ascribed to them in the Compensation Policy):

- Global Strategy Guidelines: The Company's business success largely relies on the excellence of its human resources at all levels. In particular, the Company believes that the Company's ability to achieve its goals requires it to recruit, motivate and retain a high quality and experienced leadership team (including Directors). Therefore, the Company believes in creating a comprehensive, customized compensation policy for the Office Holders which shall enable the Company to attract and retain highly qualified senior leaders.

# Corporate Governance Report

- Compensation Instruments: Fixed components, which shall include annual base salary and benefits; Variable components, which may include cash incentives and equity based compensation; separation package; Directors & Officers (D&O) insurance, exculpation and indemnification; and other components, which may include amongst others: change in control payment, special bonus, signing or retention bonus, exit bonus, relocation benefits, study opportunities, leave of absence, etc.
- Fixed Compensation: The Compensation Policy provides guidelines and criteria for determining the fixed compensation of the Office Holders, which includes an annual maximum base salary and benefits for Executives.
- Cash Incentives: The Compensation Policy provides for Management By Objectives (“MBO”) payments, which are cash payments to the Executives that vary based on the Company’s and unit’s performance and on each Executive’s individual performance and contribution to the Company, in accordance with rules or formulae for calculation of the MBO payment once actual achievement of the objectives is known (as predetermined annually by the Board and RC), and subject to the guidelines and criteria, including a maximum annual MBO bonus, set forth in the Compensation Policy. In addition, the Compensation Policy provides for payment of an Exit Bonus (as defined herein) in connection with an Exit Event (as such term is defined in the Compensation Policy) relative to the Company’s portfolio companies, as may be approved by the Board and RC and in the amount which shall be calculated based on the proceeds actually received by the Company as a result of such Exit Event as set forth in the Compensation Policy and subject to the terms and caps determined therein for such Exit Bonus.
- Equity-Based Compensation: The Compensation Policy provides for the provision of equity-based compensation in the form of options to purchase shares which vest over a three-year period (unless determined otherwise by the Board of Directors), and which may be awarded to Executives and Directors pursuant to the guidelines and criteria, including caps on the equity value of such grants, as set forth in the Compensation Policy.
- Separation Package: The Compensation Policy provides guidelines for determining advance notice period and separation packages for Executives, including caps thereon.
- Others: The Compensation Policy provides guidelines and criteria for additional compensation components, which includes relocation, leave of absence and one-time cash or equity incentives.
- Clawback Policy: The Compensation Policy provides that in the event of an accounting restatement, the Company shall be entitled to seek reimbursement from Executives and Directors of any payment made due to erroneous restated data that would not otherwise have been paid or in exceptional circumstances of misconduct resulting in financial loss to the Company.
- Directors’ Remuneration: The Compensation Policy provides guidelines for providing compensation to Directors.
- Indemnification Exculpation and Insurance: The Compensation Policy provides guidelines and criteria for providing Executives and Directors with indemnification, exculpation and insurance.

# Corporate Governance Report

## **Provision 6.4 of the 2018 Code: The Company discloses the engagement of any remuneration consultants.**

The RC has unrestricted access to the Company's independent external auditors and is authorized by the Board to seek any information it requires from any employee of the Company for the purpose of performing its duties. In addition, the RC has the sole authority, without having to seek Board or any other approval, to obtain, at the reasonable expense of the Company, advice and assistance services in any of the matters which are within its scope of responsibilities, from internal or external legal, accounting or other advisors (including compensation consultants), as it determines necessary in its sole discretion, to provide oversight on work performed by such advisor, to determine fees for such services and to terminate such advisors' services.

The RC members are familiar with executive compensation matters derived from their past business experiences. The RC may from time to time seek advice from external remuneration consultants, at its discretion.

## **Level and Mix of Remuneration**

***Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.***

**Practice Guidance 7 of the 2018 Code: The Company's remuneration framework should be tailored to the specific role and circumstances of each director and key management personnel.**

The Compensation Policy serves as the basis for decisions concerning the terms of employment or engagement of the Company's office holders, including exculpation, insurance, indemnification or any monetary payment, obligation of payment or other benefit in respect of employment or engagement.

The Compensation Policy relates to certain factors, including advancement of the Company's objectives, the Company's business plan and its long-term strategy, and creation of appropriate incentives for office holders. It also considers, amongst other things, the Company's risk management, size and the nature of its operations as well as the following additional factors and principles:

- The education, skills, expertise, professional experience and accomplishments of the relevant office holder;
- The office holder's roles and responsibilities and prior compensation agreements with him or her;
- The ratio between the cost of the employment terms offered to the office holder and the cost of salary of the Company's other employees, including those employed through manpower companies, and in particular the relation to the average pay and median pay of such employees;
- The impact of disparities in salary upon work relationships in the Company;
- The possibility of reducing variable compensation at the discretion of the Board; and the possibility of setting a limit on the exercise value of non-cash variable equity-based compensation;
- As to severance compensation, the period of service of the office holder, the terms of his or her compensation during such service period, the Company's performance during that period of service, the office holder's contribution towards the Company's achievement of its goals and the maximization of its profits, and the circumstances under which the person is leaving the Company;

# Corporate Governance Report

- The link between variable compensation and long-term performance and measurable criteria;
- The relationship between variable and fixed compensation, and the ceiling for the value of variable compensation;
- The conditions under which an office holder would be required to repay compensation paid to him or her if it was later shown that the data upon which such compensation was based was inaccurate and was required to be restated in the Company's financial statements;
- The minimum holding or vesting period for variable, equity-based compensation; and
- The maximum limits for severance compensation.

**Practice Guidance 7 of the 2018 Code: The Company's remuneration framework should be tailored to the specific role and circumstances of each director and key management personnel.**

The remuneration received by the KMPs (including the CEO of the Company) consisted of fixed and variable compensations. Variable compensation is determined based on the level of achievement of corporate and/or individual performance objectives and/or all or part on discretion.

The Company's RC and Board had on 19 November 2024 approved not to adopt MBO Plan for the year 2025. No office holder received a MBO bonus for year 2024.

**Provision 7.1 of the 2018 Code: Long-term incentive schemes are encouraged.**

The Company seeks to advance the interests of the Company by affording to its selected employees and Directors, including Affiliated Companies (as defined under The Trendlines 2015 Share Option Plan and the Sub-Plan (the “**2015 Plan**”), who have contributed or will contribute to the growth and performance of the Company or its Affiliated Companies, and who satisfy the eligibility criteria set out in the 2015 Plan, an opportunity to acquire a proprietary interest in the Company or to increase their proprietary interest therein, as applicable, by the grant in their favor, of options, thus providing such employee or director an additional incentive to remain or retain employed or engaged by the Company or Affiliated Company, as the case may be, and encouraging such employee or director’s sense of proprietorship and stimulating his or her active interest in the success of the Company and its Affiliated Companies by which he or she is employed or engaged.

Information on the 2015 Plan and the information required under Catalist Rule 851 is set out in the Directors’ Report on pages 101 to 110 and the Financial Statements on pages 112 to 173 of this Report.

During FY2024, the Company has issued options in accordance with the 2015 Plan as follows:

18,000,000 options granted to Mr. Haim Brosh at the exercise price of S\$ 0.079 on 21 April 2024 for further details please see page 167 on the Financial Statements and the Company's circular dated 13 March 2024.

# Corporate Governance Report

**Provision 7.2 of the 2018 Code: Remuneration of Non-Executive Directors dependent on contribution, effort, time spent and responsibilities.**

**Provision 7.3 of the 2018 Code: Remuneration is appropriate to attract, retain and motivate the directors to provide good stewardship of the company.**

According to the regulations promulgated under the Israeli Companies Law concerning the remuneration of external directors (the “**Remuneration Regulations**”), external directors are generally entitled to an annual fee, a participation (attendance) fee for each meeting of the board of directors or any committee of the board of directors on which he or she serves as a member, and reimbursement of travel expenses for participation in a meeting which is held outside of the external director’s area of residence and of all direct expenses incurred in connection with attending meetings outside such external director’s home country, provided that the said reimbursement of expenses is based on the same criteria as the reimbursement paid by the company to the non-external directors and who are not residents of the country where the meeting takes place. The minimum, fixed and maximum amounts of the annual and participation fees are set forth in the Remuneration Regulations, based on the classification of the company according to the amount of its capital. The participation fees paid for participation in a board of directors’ meeting through the phone, or through any other means of communication shall be sixty percent of the ordinary participation fees. The participation fees paid with regard to the adoption of a resolution in writing (without convening an actual meeting) shall be fifty percent of the ordinary participation fees. According to the Remuneration Regulations, the remuneration committee and shareholders’ approval may be waived if the annual and participation fees to be paid to the external directors are within the range of the fixed annual fee or the fixed participation fee and the maximum annual fee or the maximum participation fee for the Company’s level, respectively. However, remuneration of an external director in an amount which is less than the fixed annual fee or the fixed participation fee, respectively, requires the approval of the remuneration committee, the board of directors and the shareholders (in that order). The remuneration of external directors must be made known to the candidate for such office prior to his or her appointment and, subject to certain exceptions, will not be amended throughout the three-year period during which he or she is in office. A company may compensate an External Director in shares or rights to purchase shares, other than convertible debentures which may be converted into shares, in addition to the annual remuneration, the participation fee and the reimbursement of expenses, subject to certain limitations set forth in the Remuneration Regulations.

Under the Israeli Companies Law, the terms of office and employment for other members of the RC that are not External Directors should be the same as the terms of office of the External Directors.

The Directors are also entitled to be paid reasonable travel, hotel and other expenses expended by them in attending board meetings and performing their functions as directors of the Company, according to the policy of the Company from time to time and subject to obtaining required corporate approvals.

The Compensation Policy provides that in the event of an accounting restatement, the Company shall be entitled to seek reimbursement from the “Office Holders” of the Company of any payment made due to erroneous restated data that would not otherwise have been paid or in exceptional circumstances of misconduct resulting in financial loss to the Company.

This remuneration to the Directors under the Remuneration Regulations provides reasonable compensation for the time spent by the Directors to fulfil the duties and promote good corporate governance while not creating conflict of interest and unreasonable risks to the Company.

# Corporate Governance Report

## Disclosure on Remuneration

**Principle 8: The Company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.**

### Provisions 8.1 and 8.2 of the 2018 Code: Remuneration of Directors and top 5 key management personnel.

The breakdown for the remuneration paid to each individual Director and the CEOs of the Company for FY2024 is as follows:

Directors and Chief Executive Officers Remuneration						
Name	Fees (%)	Salary (%)	Bonus (%)	Other Benefits (%) <sup>(*)</sup>	Fair Value of Share Option (%) <sup>(**)</sup>	Total (S\$)
<b>Executive Directors</b>						
David Todd Dollinger (past Chair and Chief Executive Officer) <sup>(***)</sup>	—	46.18	49.02	4.80	—	463,116
Steve Rhodes (past Chair and Chief Executive Officer) <sup>(***)</sup>	—	52.65	45.71	1.64	—	496,643
Haim Brosh (Chief Executive Officer) <sup>(****)</sup>		51.74		5.26	43.00	1,092,495
<b>Non-Executive Directors <sup>(*****)</sup></b>						
Elka Nir	100	—	—	—	—	44,319
Sin Boon Ann	100	—	—	—	—	40,681
Nehama Ronen	100	—	—	—	—	57,236
Low Teck Seng	100	—	—	—	—	39,505
Sarit Zeevi	100	—	—	—	—	50,672

#### Notes:

(\*) Refers to benefits in kind such as car, etc., made available to office holders as appropriate.

(\*\*) Refers to the value of the options granted as of the date of grant (based on Binomial Option Pricing Model) per year of vesting (taking into account the cost of previous vesting grant for that year).

(\*\*\*) The salary, benefits and other compensation under the employment agreement between the parties relate only to the position as Chief Executive Officers. There is no additional remuneration for the office as previous Chairs of the Board. Mr. David Todd Dollinger and Mr. Steve Rhodes had ceased as Executive Directors and co-Chairs of the Company effective 8 March 2024.

(\*\*\*\*) Haim was appointed as an Executive Director on 24 February 2025

(\*\*\*\*\*) Excluding amounts the Company had expended for expenses (including business travel) reimbursed to its directors.

# Corporate Governance Report

During FY2024 there were termination of the past Chair and Chief Executive Officer, David Todd Dollinger and Steve Rhodes effective 8 March 2024.

The breakdown for the remuneration paid to each of the top 5 KMP (who are not Directors or CEOs) for FY2024 is as follows:

Name	Salary (%)	Bonus (%)	Other Benefits (%) <sup>(*)</sup>	Fair Value of Share Option (%) <sup>(**)</sup>	Total (\$\$)
Barak Zinger	88.43	—	9.42	2.14	358,205
Eric Loh	97.76	—	—	2.24	356,131
Nitza Kardish	91.00	—	7.21	1.79	428,380
<b>Aggregate remuneration</b>					<b>1,142,716</b>

## Notes:

(\*) Refers to benefits in kind such as car, etc., made available to office holders as appropriate.

(\*\*) Refers to the value of the options granted as of the date of grant (based on Binomial Option Pricing Model) per year of vesting (taking into account the cost of previous vesting grant for that year).

The annual aggregate remuneration paid to the top 5 KMP (who are not Directors or the CEOs) for FY2024 was \$S1,142,716.

Save as disclosed above, there are no employees of the Group who are Substantial Shareholders of the Company or are immediate family members of a Director or the CEO or Substantial Shareholder(s) of the Company whose remuneration exceeds \$S100,000 during FY2024. “Immediate family member” means spouse, child, adopted child, stepchild, brother, sister, and parent.

## **Provision 8.3: Details of Employee Share Option Scheme.**

Please refer to the disclosures above on Provisions 8.1-8.2 of the Corporate Governance Report, the Directors' Report on pages 101 to 110 and the Financial Statements on pages 166 to 168 of this Annual Report for information regarding the 2015 Plan.

# Corporate Governance Report

## 3. ACCOUNTABILITY AND AUDIT

### Risk Management and Internal Controls

**Principle 9: The Board is responsible for the governance of risks and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.**

**Provision 9.1 of the 2018 Code: The Board determines the nature and extent of the significant risks which the Company is willing to take.**

The Board is responsible for the overall risk governance, risk management and internal control framework of the Company and is fully aware of the need to put in place a system of internal controls within the Company to safeguard shareholders' interests and the Company's assets, and to manage risks and accordingly is of the opinion that it is not beneficial to form a special Risk Committee for such matters. The Board also oversees management in the design, implementation and monitoring of the risk management and internal control systems and is responsible for determining the Company's risk policies and levels of risk tolerance. The Company's internal control structure consists of policies and procedures established to provide reasonable assurance to safeguard the assets of the Company against material misstatement, risks or loss. The Company's internal controls extend beyond the accounting and finance function – its scope addresses the financial, operational, compliance and information technology risks.

The Company has instituted an internal control framework covering financial, operational, compliance and information technology, as well as risk management policies and systems. The framework defines the roles and responsibilities of business units such as the Company's Incubators and other units. The design and implementation of risk management and internal control system are managed and reviewed by senior management. Key documentation including delegation of authority, control process and operational procedures are disseminated to the Group's employees.

The Company's corporate controller serves as the Compliance Officer of the Company for the day to day administration of the Company's (i) Securities Dealing Policy; (ii) Anti Bribery Policy; and (iii) 2018 Code of Business Conduct Policy, with the AC being responsible for the compliance, oversight, and maintenance of the said policies.

The AC reviews the adequacy and effectiveness of the Group's internal controls (including financial, operational, compliance and information technology controls) and the risk management policies and systems established by the Group.

The Company is committed to: (a) ensuring that its Shareholders and the market are provided with timely and adequate disclosure of material information in relation to the Company; (b) complying with the continuous disclosure obligations contained in the relevant laws, regulations, and rules in Singapore; and (c) ensuring that all Shareholders have fair and equal opportunities to receive information issued by the Company.

One of the Board's principal duties is to promote and protect the long-term value and returns to the Shareholders and accept that it is accountable to the Shareholders and adopts best practices to maintain Shareholders' confidence and trust. The Company is required to release unaudited half-year and full-year financial results pursuant to the Catalist Rules. The Company's announcements are released via SGXNet within the respective periods stipulated in the Catalist Rules after review and approval by the Board and the Company's sponsor. In presenting results of financial statements, the Board strives to provide the Shareholders with detailed analysis and a balanced and understandable assessment of the Group's performance, financial position and prospects.

# Corporate Governance Report

The Board also reviews legislation and regulatory compliance reports from management to ensure the Group's compliance with the relevant regulatory requirements.

The Company's CEO and Interim Chief Financial Officer provide management accounts and such explanation and information to the Board on a regular basis and as the Board may require from time to time, to enable the Board to make a balanced and informed assessment of the Group's performance, position, and prospects.

The Board is of the opinion that monthly management accounts are not required for the time being as sufficient information is being provided to the Board on a timely and regular basis, which commensurate with the current level of Group activities.

## **Provisions 9.2 (a) and 9.2 (b) of the 2018 Code: The view of the Board and the AC regarding financial records, risk management and internal controls.**

The Board with the concurrence of the AC, is of the view that the Company's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective during FY2024 and as of 31 December 2024. The basis for the Board's views are as follows:

1. Assurance has been received from the CEO and the Company's controller in respect of (a) proper maintenance of financial records and financial statements to give a true and fair view of the Company's operations and finances for FY2024; and of (b) adequacy and effectiveness of the Company's risk management and internal control systems;
2. Management completed a scoping and risk assessment overview to identify the significant accounts and related classes of transactions and processes, in respect of internal controls over financial reporting, and has evaluated the design and operating effectiveness of such internal controls;
3. KMP regularly evaluates, monitors, and reports to the AC on material risks, if any;
4. Discussions were held between management, AC and the external auditors to review and address any potential concerns; and
5. An enterprise risk assessment and a fraud risks survey were conducted to identify and mitigate significant risks.

The Company is placing emphasis on sustainability and implementing appropriate policies and programs. The sustainability report of the Company for FY2024 is set out on pages 20 to 39 of this Annual Report.

The internal controls system put in place by the Company's management provides reasonable assurance against material financial misstatements or loss, reliability, relevance and integrity of information (including financial information) completeness of records, safeguarding of assets, effectiveness and efficiency of operations and compliance with applicable policies, laws and regulations. However, the Board also notes that such assurance cannot be absolute in view of the inherent limitations of any audit and internal control systems against the occurrence of human and system errors, poor judgment in decision-making, losses, fraud or other irregularities.

The Audit Committee (AC) acknowledges the occurrence of an incident involving suspected misappropriation within one of the Company's subsidiaries, as announced on 2 January 2025.

# Corporate Governance Report

In response to this incident, the AC is conducting a thorough investigation in collaboration with the internal auditor. Additionally, the AC has engaged an external audit firm to carry out an independent review of the Company's internal controls, with the objective of identifying any weaknesses and implementing measures to address the Suspected Misappropriations.

For more details, please see note 19(a) in the financial statement section of this report. Following the finalisation of the recommendations and findings of the external investigator, the recommendations and findings would be announced separately by the Company.

It is noted that no whistleblower reports were received in connection with this incident.

## Audit Committee

***Principle 10: The Board has an Audit Committee (AC) which discharges its duties objectively.***

**Provision 10.1(e) of the 2018 Code: AC to review the adequacy, effectiveness, independence, scope, and results of the external audit of the company.**

**Provision 10.5 of the 2018 Code: AC meets with the external auditors and internal auditor without the presence of the Management.**

The AC has reviewed the independence and objectivity of the external auditors through discussions with the external auditors as well as by reviewing the non-audit services provided by the Company's independent external auditors, namely EY Singapore, as set out below and is satisfied that the nature and extent of such services would not prejudice the independence of the external auditors.

The AC met with the external auditors two times during FY2024, without the presence of the Management. These meetings enable the external auditors to raise issues encountered in the course of their work directly to the AC.

Fees Paid/Payable to EY for FY2024	(S\$'000)	% of total
Audit fees	342	92
Non-audit fees: (Tax advice, Sustainability advisory services, Executive Compensation advisory services, Office of Chief Scientist advisory services and enterprise risk management related advisory services.)	28	8
<b>Total</b>	<b>370</b>	<b>100</b>

The non-audit services rendered by EY during FY2024 were not substantial (less than 50% of the aggregate fees paid/payable to EY). EY Israel had been the Company's auditor since the Company's incorporation. In compliance with the amendments made to the Catalist Rules 712(2)(a) and 712(2)(b) on 12 February 2021, the Company had appointed EY Singapore as its auditor for FY2024 at the Company's AGM held on 18 April 2024.

For FY2024, EY Singapore has been appointed to audit the financial statements of the Company, its significant subsidiaries and associated companies. The Company confirms its compliance with the Catalist Rules 712 and 715.

The AC and Board, having taken into consideration various factors, including the adequacy of the resources, the audit engagements, and the experience of EY Singapore, the number and experience of the supervisory and professional staffs who will be assigned to the audit of the Company's accounts and EY Singapore's audit proposal submitted to the Company, are satisfied that the appointment of EY Singapore meets the audit requirements of the Group and will not compromise the standard and effectiveness of the audit of the Company and the Group.

# Corporate Governance Report

Accordingly, the AC has recommended to the Board the re-appointment of EY Singapore as external auditors of the Company for the ensuing year, subject to shareholders' approval at the forthcoming AGM to be held in April 2025.

## **Provision 10.1(f) of the 2018 Code: AC to review the existence of the whistle-blowing policy.**

The Company has adopted a whistle blowing policy and designated an independent function to investigate whistleblowing reports made in good faith (the "**Whistle Blowing Policy**") which encourages employees and/or stakeholders, who have serious concerns about any misconduct or wrongdoing relating to the Company and its officers to voice such concerns in confidence. The Whistle Blowing Policy sets out the Company's commitment to thoroughly investigate concerns that are reported in good faith and to protect employees, contractors or other stakeholders who report wrongdoing from being discriminated against or disadvantaged. All reported submissions will be treated with the strictest confidentiality. The AC is responsible for oversight and monitoring of whistleblowing. According to the Whistle Blowing Policy, the Company will respect the confidentiality of any whistle blowing complaint received by the Company where the complainant requests that confidentiality. The Company will not tolerate an attempt on the part of anyone to apply any sanction or detriment to any person who has reported to the Company a serious and genuine concern that they may have concerned an apparent wrongdoing. Pursuant to the Whistle Blowing Policy, The Audit Committee is responsible for oversight and monitoring of whistleblowing.

Those with a complaint or concern regarding the Company are encouraged to contact a member of the AC or the compliance officer via the email address ([whistleblowing@trendlines.com](mailto:whistleblowing@trendlines.com)) which can be found in the corporate website: [www.trendlines.com/investors/investors-about/governance/](http://www.trendlines.com/investors/investors-about/governance/).

## **Provision 10.2 of the 2018 Code: The AC comprises at least three directors, and majority are independent.**

The AC was constituted on 19 October 2015 and as of the date of the Annual Report, its composition is in compliance with the Israeli Companies Law following the election of the External Directors.

The AC comprises three (3) members, all of whom, including the Chair, are Independent Directors who do not have any management and business relationships with the Company or any substantial shareholder of the Company.

The names of the members of the AC are set out on page 55 of this Report. The AC includes the Company's External Director, Ms. Sarit Zeevi. If re-elected, Ms. Nir will be a member of the Company's AC. Whereupon the AC will be reconstituted to be in compliance with the Israeli Companies Law. The Chairperson of the AC is Ms. Sarit Zeevi.

The AC comprises members who are appropriately qualified, have relevant accounting or related financial management expertise and experience to discharge the authority and duties delegated by the Board to the AC.

## **Provision 10.3 of the 2018 Code: The AC does not comprise former partners or directors of the Company's existing auditing firm or auditing corporation.**

None of the AC members were previous partners or directors of the Company's external audit firm within the last twenty-four months and none of the AC members hold any financial interest in the external audit firm.

# Corporate Governance Report

## Provision 10.1 of the 2018 Code: Duties of the AC

The authority and duties delegated by the Board to the AC are detailed in written terms of reference approved by the Board, and include, *inter alia*:

- Reviewing and recommending to the Board the approval of the Company's half-yearly and annual financial statements and related management's discussion and analysis;
- Recommending to the Board and overseeing the external auditors of the Company, including reviewing the scope and results of the external audit, and the independence and objectivity of the external auditors;
- Making recommendations to the Board on the proposals to the Shareholders on the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors;
- Reviewing the relevance and consistency of the accounting standards, the significant financial reporting issues, recommendations and judgments made by the external auditors so as to ensure the integrity of the financial statements of the Group and any announcements relating to the Group's financial performance;
- Pre-approving all audit and non-audit services to be provided to the Group by the external auditors;
- Identifying deficiencies in the administration of the Company (including reviewing and reporting to the Board at least annually the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls (such review can be carried out internally or with the assistance of any competent third parties), and recommending remedial actions with respect to such deficiencies;
- Reviewing the effectiveness and adequacy of the Group's internal audit function;
- Reviewing the system of internal controls and management of financial risks with the internal and external auditors;
- Reviewing the cooperation of the Company's management with the external auditors and the internal auditors (without the presence of management), where applicable and at least annually;
- Reviewing the Group's compliance with such functions and duties as may be required under the relevant statutes or the Catalist Rules, including such amendments made thereto from time to time;
- Reviewing of hedging policies and instruments to be implemented (if any);
- Reviewing and approving interested person transactions and review procedures thereof;
- Reviewing potential conflicts of interest (if any) and to set out a framework to resolve or mitigate any potential conflicts of interests;

# Corporate Governance Report

- Reviewing the risk management framework, with a view to providing an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual reports or, where the findings are material, to announce immediately via SGXNet;
- Investigating any matters within its terms of reference;
- Reviewing the policy and arrangements by which the staff and any other parties may, in confidence, raise concerns about possible improprieties in matters of financial reporting and ensuring that arrangements are in place for the independent investigations of such matter and for appropriate follow-up;
- Administering and overseeing the implementation of the Disclosure and Insider Trading Policy, the Whistle Blowing Policy, the Anti-Bribery Policy, and any other corporate policy as may be adopted by the Company;
- Undertaking such other functions and duties as may be required by statute or the Catalyst Rules, and by such amendments made thereto from time to time;
- Reviewing assurance from the CEO and CFO on the financial records and financial statements. In addition, under the Israeli Companies Law, the AC is required, amongst other things, to:
- Identify deficiencies in the administration of the Company (including by consulting with the internal auditor or the external auditors of the Company), and recommend remedial actions with respect to such deficiencies;
- Determine with respect to transactions with related parties, including office holders and the controlling shareholder (if any), if such transactions are substantial actions (i.e. an action that is likely to materially affect the Company's profitability, assets or liabilities) or extraordinary transactions (i.e. a transaction that is not in a Company's ordinary course of business, not on market terms or that is likely to have a material impact on the Company's profitability, assets or liabilities) and may determine once a year, in advance, criteria for such determination;
- Determine with respect to extraordinary (and non-extraordinary) transactions with the controlling shareholder, the requirement to conduct a competitive procedure, or other procedures to be conducted prior to entry into such transactions;
- Review and approve or disapprove certain related-party transactions;
- Determine the procedure for approval of transactions with the controlling shareholder,;
- Where the Board approves the working plan of the internal auditor, examine such working plan before its submission to the Board and proposing amendments thereto;
- Examine the internal audit controls and internal auditor's performance, including whether the internal auditor has sufficient resources and tools to fulfil his responsibilities; and
- Examine the scope of the external auditor's work and compensation and submit a recommendation with respect thereto to the Board or general meeting, depending on which of them is considering the remuneration of the external auditor.

# Corporate Governance Report

Apart from the duties listed above, the AC shall commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or suspected infringement of any Israeli law, rule or regulation which has or is likely to have a material impact on the Group's operating results and/or financial position. In the event that a member of the AC is interested in any matter being considered by the AC, he or she will abstain from reviewing and deliberating on that particular transaction or voting on that particular resolution.

The AC shall also commission an annual internal control audit until such time as the AC is satisfied that the Group's internal controls are robust and effective enough to mitigate the Group's internal control weaknesses (if any). Prior to the decommissioning of such an annual audit, the Board is required to report to the SGX-ST and the Company's sponsor on how the key internal control weaknesses have been rectified, and the basis for the decision to decommission the annual internal control audit. The Company has established and maintains, on an ongoing basis, an effective internal audit function that is adequately resourced and independent of the activities it audits. Thereafter, such audits may be initiated by the AC as and when it deems fit to satisfy itself that the Group's internal controls remain robust and effective. Upon completion of the internal control audit, appropriate disclosure will be made via SGXNet of any material, price-sensitive internal control weaknesses and any follow-up actions to be taken by the Board.

The AC reviewed the audited consolidated financial statements for FY2024 and also discussed with management and the external auditors the significant accounting policies, judgment and estimate applied by the management in preparing the annual consolidated financial statements. The AC, reviewed, amongst others, on the following matters:

- valuation of portfolio companies;
- appropriateness of the going concern assumptions in the preparation of the annual consolidated financial statements; and
- suspected misappropriations implications on the financial statements; and
- significant adjustments resulting from the audit, if any.

## AC's Commentary on Key Audit Matters for FY2024

In addition, the most material area of judgment in the annual consolidated financial statements relates to the valuation of portfolio companies. The investment in portfolio companies as of 31 December 2024 had a carrying amount of US\$66.1 million. The Company determined it was necessary to rely on the opinion of specialists to value the substantial majority of these investments, due to the complexity of the valuations. At each reporting period, the AC discusses with management and with the Company's auditor about the Company's valuation policy, methodologies and the procedures performed on the valuation of portfolio companies.

In addition, at least annually, the AC considers the going concern principle on which the annual consolidated financial statements are prepared. As the Group is supporting existing investments with further capital, the business model is currently inherently cash consuming. Based on the balance of cash and cash equivalents as of 31 December 2024 and management's operating plan, the AC is of the view that the Company has sufficient capital resources to finance its operations and meet its obligations as they come due for a period of at least twelve months from the date of the consolidated financial statements.

Following the review and discussions, the AC then recommended to the Board to approve the audited annual consolidated financial statements for FY2024.

# Corporate Governance Report

## **Provision 10.4 of the 2018 Code: Primary reporting line of the internal audit function is to the AC.**

The Company's internal audit function was outsourced to Mr. Doron Cohen from Fahn Kanne Control Management Ltd (member of Grant Thornton Israel) (the "Internal Auditor" or "IA"), that reports directly to the AC Chair and administratively to management. The AC reviews and approves the internal audit plan to ensure the adequacy of the scope of audit.

## **Practice Guidance 10 of the 2018 Code: AC to ensure internal audit function is adequately resourced and adequacy and effectiveness of the internal audit function.**

The AC is of the view that the IA has adequate resources to perform the functions and maintained its independence from the activities audited. The IA subscribes to, and is guided by, the standard established by internationally recognized professional bodies including the Standards for the Professional Practice of Internal Auditing ("IPPF") set by The Institute of Internal Auditors ("IIA") and has incorporated these standards into its audit practices. The focus of the Internal Audit function is to strengthen the internal control structure and risk management through the conduct of independent and objective reviews. The AC is satisfied that the IA is adequately qualified given, inter alia, his education (BA business administration, major in accounting and Certified Internal Auditor) and over 18 years of experience as an internal auditor. The IA has confirmed that the team members working under him are corporate members of the Institute of Internal Auditors (IIA) and are practicing the recommended standards by the IIA. The IA has the appropriate standing in the Company to discharge its duties effectively given, inter alia, its involvement in certain AC meetings and its unfettered access to all the Group's documents, records, properties and personnel, including direct access to the AC. The AC met with the IA more than one time during FY2024, for the audit report with respect to "Transactions with Interested Parties".

The AC reviews the adequacy and effectiveness of the internal audit function on an annual basis and is satisfied that the internal audit function is independent, effective and adequately resourced. The AC is also responsible for recommending to the Board the hiring, removal, evaluation and compensation of the accounting or auditing firm or corporation which the internal audit function of the Company is outsourced to.

## **4. SHAREHOLDER RIGHTS AND ENGAGEMENT**

### **Shareholder Rights and Conduct of General Meetings**

***Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.***

## **Provision 11.1 of the 2018 Code: The Company provides shareholders with the opportunity to participate effectively and vote at general meetings.**

The Company encourages Shareholders' participation at the general meetings of its Shareholders which are held in Singapore. All Shareholders are entitled to attend and vote at general meetings in person or by proxy. The rules including the voting procedures are set out in the notice of general meetings, which are dispatched to Shareholders no less than 14 calendar days prior to the date of the general meetings and 21 calendar days prior to the date of the general meetings where special resolutions are to be passed, in accordance with Catalist Rule 704(14). In accordance with the Articles, Shareholders may appoint one or two proxies to attend and vote at general meetings in their absence. The proxy forms are to be deposited with the Company not less than forty-eight hours before the time set for the general meetings. Notwithstanding the provisions in the Articles, the Chair of the general meeting has the right to waive the time requirement with respect to all proxies and to accept any and all proxies until the beginning of general meetings.

# Corporate Governance Report

A polling agent is appointed by the Company for general meetings who will explain the rules, including the voting procedures, that govern the general meetings of Shareholders. All polling procedures are being scrutinized by an independent scrutineer.

## **Provision 11.2 of the 2018 Code: Company tables separate resolutions at general meeting.**

The Board notes that there should be separate resolutions at general meetings on each substantially separate issue and supports the 2018 Code's principle regarding "bundling" of resolutions. In the event that there are resolutions which are interlinked, the Board will explain the reasons and material implications in the document accompanying the notice of the general meeting which are provided to shareholders.

## **Provision 11.3 of the 2018 Code: All directors attend general meetings of shareholders.**

The Chair of the Company shall be present at general meetings, unless such presence is not reasonably possible or necessary in which the Chair of the Company shall participate at general meetings via teleconference or other communication means, and an additional Director or office holder shall be present at such general meeting. In addition, the Company's CEO and Company's CFO shall be present at AGMs to present the Company's annual financial statements and assist in addressing queries raised by the Shareholders with respect to such annual financial statements, unless such presence is not reasonably possible in which case the Company's CFO shall participate in the meeting via teleconference or other communication means. When required the external auditors may be present to address shareholders' queries about the conduct of the audit and the preparation and content of the independent auditor's report. In the event that the external auditor is unable to be physically present at the AGMs (when required), the external auditors will participate via teleconference or other communication means to assist in answering any questions of shareholders with respect to the Company's audited annual financial statements at such meetings.

The Company also ensures that, when required, its Israeli Legal advisors are present at its general meetings (either via teleconference or in person) to address any queries shareholders may have on matters relating to the Israeli Companies law.

The Board is cognizant of the recommendations as set out under Provision 11.3 of the 2018 Code that all Directors are required to attend the general meetings of the Company and will endeavor to achieve this in the coming years. Nevertheless, a representative director from the Board will attend the general meetings to address the queries from shareholders about the conduct of the Company's financial and operational performance is consistent with the intent of Principle 11 of the 2018 Code.

The attendances of the Directors at the Company' general meetings held during FY2024 are as set on page 56 above.

<b>Number of general meetings held:</b>	<ul style="list-style-type: none"><li>■ AGM on 18 April 2024, and</li><li>■ 3 SGMs, with two held on 18 April 2024 and the third on 18 September 2024</li></ul>
---	---

## **Provision 11.4 of the 2018 Code: Shareholders should be allowed vote in absentia.**

Shareholders are given the opportunity to vote at general meetings. However, as the authentication of Shareholder's identity information and other related integrity issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail or electronic means. Notwithstanding, shareholders may appoint proxies to attend, speak and vote, on their behalf, at general meetings if they are unable to attend.

# Corporate Governance Report

## **Provision 11.5 of the 2018 Code: Minutes to be available to shareholders.**

All minutes of general meetings including the material comments and/or questions raised by Shareholders in relation to the meeting agenda and the responses from the representatives of the Company's Board and/or management (if applicable), are prepared by the Company Secretaries upon the conclusion of the said general meetings. The Company will publish such minutes on its corporate website, as communicated to Shareholders in the notices of the general meetings, via an announcement on SGXNet and its corporate website within one (1) month after the date of the AGM.

## **Provision 11.6 of the 2018 Code: The Company has a dividend policy.**

The Board has adopted and announced a new dividend policy during FY2021 to take effect from 1 July 2021. It is the intention of the Board that dividends will be paid from the Company's Net Exit Proceeds according to the following formula: Net Exit Proceeds received during any financial year will first be applied, if necessary, to bring the Company's year-end cash balance to US\$15 million. Once this cash goal is met, at least 20% of the remaining Net Exit Proceeds will be paid as dividend, provided that the calculated amount is at least US\$1 million. The dividend payment is subject to Board's approval and the fulfilment of the relevant conditions prescribed by the Israeli Companies Law for the declaration of dividends.

The Board has not declared or recommended any dividends for FY2024 as the Company did not meet the required above dividend policy, in addition of not meeting the relevant conditions prescribed by the Israeli Companies Law for the declaration of dividends.

According to the Israeli Law of Companies, a company that desire to distribute a dividend must meet two cumulative conditions: (1) The Company has distributable surpluses and if the total retained earnings is negative (based on tax reports), it is possible to divide the profits accumulated in the past two years (the earnings test) and (2) The Company has the ability to meet all of its liabilities even after the distribution of the dividend (the repayment ability test).

## **Engagement with Shareholders**

***Principle 12: The Company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.***

## **Provision 12.1 of the 2018 Code: Company communicates regularly with its shareholders.**

Being committed to good corporate practices, the Company treats all its Shareholders fairly and equitably. To facilitate the exercise of Shareholders' rights, the Company ensures that all material information relating to the Group and its financial performance is disclosed in an accurate and timely manner via SGXNet.

The Company ensures that its Shareholders are notified of all material information in an accurate and timely manner. The Company's half-yearly and annual results are announced within the mandatory period prescribed by the Catalyst Rules. The financial statements and other materials presented at the Company's general meetings, including material and price-sensitive information, are disseminated, and publicly released via SGXNet on a timely basis. The Shareholders will also receive the annual report of the Company and the notice of the Company's AGMs, which notice is also advertised in the press and released via SGXNet. Shareholders and investors may contact the Company or access information regarding the Company on its website ([www.trendlines.com](http://www.trendlines.com)) which provides, inter alia, corporate announcements, press releases and the latest financial results as released by the Company on SGXNet, and contact details of its investor relations service provider.

# Corporate Governance Report

**Provisions 12.2 and 12.3 of the 2018 Code:** Company has in place an investor relations policy which allows for an ongoing exchange of views and sets out the mechanism through which shareholders may contact the Company.

Under the Company's Disclosure Policy, the Company's CEO and Interim Chief Financial Officer as well as the Director of Investor Relations (if appointed) are authorized to speak to the media and the Company's investors. They are responsible for ensuring that all information presented or made available contains only (i) information that has already been disclosed on the SGXNet; and (ii) non-price sensitive information.

The Company solicits feedback from and addresses the concerns of shareholders via the following:

- During 2024 management briefed shareholders on the Company's performance during the general meetings held.
- Additionally, the company maintains an updated investor portal on its corporate website, which contains all announcements, presentations and financial information that has been published on the SGXNet.
- The company sends investor alerts to subscribers. Anyone interested can subscribe to the list through our website.
- Our Head of Investor Relations can be contacted via e-mail on our website and responds in a timely manner to all investor communications, questions, and clarifications.
- The Company sends out a quarterly electronic newsletter, which can be subscribed to via our corporate website.

Apart from the SGXNet announcements and its annual report, the Company updates shareholders on its corporate developments through its corporate website ([www.trendlines.com](http://www.trendlines.com)). For further details, see the Investor Relations section of this Annual Report.

## 5. MANAGING STAKEHOLDERS' RELATIONSHIPS

### Engagement with Stakeholders

**Principle 13:** *The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.*

**Provision 13.1 of the 2018 Code:** *The Company identifies and engages with its material stakeholders.*

The Company regularly engages our stakeholders through various media and channels to ensure that our business interests are aligned with those of our stakeholders. Our stakeholders have been identified as those who are impacted by our business and operations and similarly, those who are able to impact our business and operations. We have identified the following stakeholders' groups through an assessment of their significance to our operations. They are namely, employees, Shareholders, portfolio companies, partners, and government regulators.

# Corporate Governance Report

## Provision 13.2 of the 2018 Code: The Company discloses its strategy and key areas of focus in relation to the management of stakeholder relationships.

The Company has identified key areas of focus in relation to the management of stakeholder relationships. The details on the key areas of focus are included in the Sustainability Report of this Annual Report.

## Provision 13.3 of the 2018 Code: The Company maintains a corporate website.

The Company maintains a website at [www.trendlines.com](http://www.trendlines.com) to communicate and engage with stakeholders.

### Compliance with Applicable Catalist Rules

#### Rule 1204(8): Material Contracts

Save for as disclosed in Note 22 of the notes to the financial statements, there were no material contracts entered into by the Group involving the interest of the CEO, Director, or controlling shareholder of the Company, which are either still subsisting at the end of FY2024, or, if not then subsisting, were entered into since the end of the previous financial year.

#### Rule 1204(17): Interested Person Transactions

The AC reviews and approves all interested person transactions ("IPTs") to ensure that they are on normal commercial terms and on arm's length basis (that is, the transactions are transacted on terms and prices not more favorable to the interested persons than if they were transacted with a third party) and are not prejudicial to the interests of the Group or the Company's minority Shareholders in any way, and the transactions are in the best interests of our Group. The Board has approved written procedures and guidelines for such review and approval of IPTs by the AC. All IPTs are properly documented and reported on in a timely manner to the AC.

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)
Nil	Not applicable	The Company does not have a general mandate for IPTs.	None exceeding the value of a \$100,000 for FY 2024

The Company does not have a general mandate for recurrent interested person transactions. There were no interested person transactions which were more than S\$100,000 entered into during FY2024. Other than the IPT's detailed below:

- (a) On 26 March 2024, the Company announced that the Company is proposing to undertake a non-renounceable non-underwritten rights issue of up to 73,641,050 new ordinary shares in the capital of the Company "Rights Issue" at an issue price of S\$0.06 for each Rights Share. Librae Holdings Limited ("LH"), the controlling shareholder of the Company participated and purchased 20,095,377 new ordinary shares. The Company sought shareholders' approval, including the IPT, through a special general meeting held on 18 April 2024. Please refer to the Company's circular dated 27 March 2024.

# Corporate Governance Report

- (b) On 4 July 2024, the Company entered into subscription agreements to raise approximately S\$4,594,595 million (approximately US\$3,400,000 million) by issue of up to 76,576,577 new ordinary shares at an issue price of S\$0.06 per share (“**Proposed Subscription**”). LH was one of subscribers to the Proposed Subscription and is considered an interested person under Chapter 9 of the Catalist Rules (“**IPT**”). The aggregate number of ordinary shares subscribed by LH is 23,648,649shares for an aggregate consideration of S\$ 1,418,919. The Company sought shareholders’ approval, including the IPT, through a special general meeting held on 18 September 2024. Please refer to the Company’s circular dated 8 August 2024.
- (c) During FY2024 the total amount invested by Agriline Limited <sup>(1)</sup> in 10 portfolio companies was S\$2.8 million. However, the amount at risk to the Group is S\$0 as the investments did not result in a change in the fair value of the Group’s holdings in the portfolio companies or the consolidated net tangible assets of the Group.

<sup>(1)</sup> Agriline Limited is ultimately held by Geneva Trust Company (GTC) SA as Trustees of The VT Two Trust. LH, ultimately held by Geneva Trust Company (GTC) SA as Trustees of The Tchenguiz Three Trust, currently holds around 29.77 % of the issued share capital of the Company and is thereby considered a controlling shareholder of the Company under the Catalist Rules. As Mr. Vincent Tchenguiz is the discretionary beneficiary of both trusts, Agriline Limited is an “interested person” as defined under Chapter 9 of the Catalist Rules.

## Rule 1204(19): Securities Dealing Policy.

The Company has adopted a securities dealing policy (the “**Securities Dealing Policy**”) which sets out the policy on dealings in the Company’s securities by the Company and the directors, officers, management and employees of the Group (the “**Relevant Persons**”). The Relevant Persons are to ensure that any trading by them in any of the Company’s securities is undertaken within the framework set out in the Securities Dealing Policy and in accordance with the relevant laws, regulations, and rules in relation to the dealing of the Company’s securities. Pursuant to the Securities Dealing Policy, the Company and the Relevant Persons are prohibited from dealing with the Company’s securities during the prescribed blackout periods beginning one month before the announcement of the Company’s half-year and full-year financial statements respectively and ending on the date of the announcement of the relevant results. In any event, the Company and the Relevant Persons are prohibited from dealing with the Company’s securities at any time when they are in possession of unpublished material price sensitive information. In addition, as a matter of good practice, the Company and the Relevant Persons are also prohibited from dealing in the Company’s securities on short-term considerations. The AC is responsible for administering and overseeing the implementation of the Securities Dealing Policy.

## Rule 1204(21): Non-Sponsor Fees.

S\$40,000 non-sponsor fees were paid to the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd., for FY2024.

## Rule 1204(22): Use of IPO Proceeds.

The Company refers to the net proceeds amounting to S\$3.7 million and S\$3.9 million received from the Rights Issue and the Proposed Subscription respectively, which resulted in the issuance and allotment of 131,943768 shares during FY2024.

# Corporate Governance Report

The following table sets out the breakdown of the use of proceeds from the Rights Issue and 2024 Proposed Subscription as at the date of the Annual Report:

Purpose	Amount allocated (S\$'000)	Amount utilized as at the date of the Annual Report (S\$'000)	Balance (S\$'000)
"Rights Issue" - Direct and indirect investments into new, prospective or existing Portfolio Companies	3,733	3,733	-
"Proposed Subscription" - Direct and indirect investments into new, prospective or existing Portfolio Companies	3,884	453	3,431
<b>Total</b>	<b>7,617</b>	<b>4,186</b>	<b>3,431</b>

The above utilizations are in accordance with the intended use of the net proceeds from the Rights Issue and the Proposed Subscription, as stated in the Company's announcement dated 26 March 2024 and 4 July 2024.

Pending the deployment of the unutilized proceeds from Proposed Subscription as set out above, the unutilized proceeds will be invested from time to time, either in interest-bearing deposits with licensed banks (in Israel or in Singapore).

# Corporate Governance Report

Additional information on Directors to be re-elected or appointed pursuant to Catalist Rule 720(5)

Details required under Appendix 7F of the Catalist Rules	Mr. Haim Brosh	Ms. Elka Nir
Date of Appointment	24 February 2025	15 October 2025
Date of last re-appointment (if applicable)	NA	4 March 2022
Age	58	64
Country of principal residence	Israel	Israel
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations and the search and nomination process)	The Board considered the Nominating Committee's recommendation and assessment on Mr. Haim Brosh's professional qualifications, expertise, past working experience and commitment in the discharge of his duties as an Executive Director, and is satisfied that he will contribute meaningfully to the Board. The nomination of Mr. Haim Brosh ("Mr. Brosh") to the Board of Directors is to (a) exploit the knowledge and experience that Mr. Brosh has accumulated in his years of work in the Company as a formal member of the Board of Directors; (b) better foster an alignment between the Board and Management of the Company; and (c) maintain the required number of five (5) directors as stipulated by the Company's Articles of Association.	The Board is of the view that Ms. Elka Nir has the requisite expertise for the role of External Director of The Trendlines Group Ltd.
Whether appointment is executive, and if so, the area of responsibility	Executive Director, Chief Executive Officer (CEO) and interim Chief Financial Officer (interim CFO)	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director, member of the Remuneration Committee	Non-Independent and Non-Executive, External Director, Member of the Audit Committee, Nominating Committee and Remuneration Committee.
Professional qualifications	BA in Accounting and Economics	<ul style="list-style-type: none"> <li>• Bachelor of Science (B.Sc.) In Computer Sciences</li> <li>• Diploma in Business Administration (Magna Cum Laude)</li> </ul>

# Corporate Governance Report

Details required under Appendix 7F of the Catalist Rules	Mr. Haim Brosh	Ms. Elka Nir
Working experience and occupation(s) during the past 10 years	<p><b>2023 to Present:</b> Chief Executive Officer and Interim Chief Financial Officer, The Trendlines Group Ltd.</p> <p><b>2014 to 2023:</b> Controller &amp; Chief Financial Officer, The Trendlines Group Ltd.</p>	<p><b>Jul 2013 to Jul 2023</b></p> <ul style="list-style-type: none"> <li>CEO - Carmel Ltd.</li> <li>Director and CEO - Carmel Innovations Ltd</li> <li>Director and CEO - CA Innovations 2</li> </ul> <p><b>Jan 2012 to Dec 2023</b></p> <ul style="list-style-type: none"> <li>Founder, CEO and Director - E.LeadIN Ltd.</li> <li>Director in various companies as listed in sections below</li> </ul>
Shareholding interest in the listed issuer and its subsidiaries.	Yes direct interest in 563,063 shares representing 0.05% of the Company's issued shares.	No
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
<b>Other Principal Commitments* Including Directorships#</b>		
<p>* "Principal Commitments" has the same meaning as defined in the Code.</p> <p># These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(8)</p>		
Past (for the last 5 years)	<p><b>2020 - 2025:</b> N.A.</p>	<p><b>2020 - 2025:</b></p> <ul style="list-style-type: none"> <li>2015 - 2025 The Trendlines Group Ltd. – External Director</li> <li>Zooz Power (Chakratec) Ltd. – Independent Director</li> <li>HBL Ltd. (TASE) – Independent External Director</li> <li>2016 - Jul 2023 CanCuRx Ltd. – Non-Executive Director</li> <li>2018 - Jul 2023 SeaErra vision – Non-Executive Director</li> <li>2017 - 2022 Carevature Ltd. – Non-Executive Director</li> <li>2012 - 2023 E.LeadIN Ltd. – Founder, CEO and Executive Director</li> </ul>

# Corporate Governance Report

Details required under Appendix 7F of the Catalist Rules	Mr. Haim Brosh	Ms. Elka Nir
<b>Present</b>	<ul style="list-style-type: none"> <li>● NeuroQuest Ltd.</li> <li>● Brosh Investments Inc.</li> <li>● H.M.B.I. Constructii Imobiliare SRL</li> <li>● H.M. Investment Imobiliare SRL</li> <li>● Agrifood Impact Partners Pte. Ltd.</li> <li>● Trendlines Agrifood Fund Pte. Ltd.</li> <li>● Trendlines Agrifood Innovation Centre Pte. Ltd.</li> <li>● Trendlines Medical Singapore Pte. Ltd.</li> <li>● Haim Brosh Management Services Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>● Isorad Ltd - a governmental company – Independent Board Director</li> <li>● IATI (Israel Advanced Technology Industries) – Board Director</li> </ul>
<b><u>Information Required</u></b>		
<b>Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.</b>		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No

# Corporate Governance Report

<b>Details required under Appendix 7F of the Catalist Rules</b>	<b>Mr. Haim Brosh</b>	<b>Ms. Elka Nir</b>
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No

# Corporate Governance Report

<b>Details required under Appendix 7F of the Catalist Rules</b>	<b>Mr. Haim Brosh</b>	<b>Ms. Elka Nir</b>
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—  (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or  (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No  No	No  No

# Corporate Governance Report

<b>Details required under Appendix 7F of the Catalist Rules</b>	<b>Mr. Haim Brosh</b>	<b>Ms. Elka Nir</b>
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or  (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,  in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No  No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Any prior experience as a director of an issuer listed on the Exchange?	No	Yes
If yes, please provide details of prior experience.	N.A.	External Director at The Trendlines Group Ltd.
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	No	N.A.

# Corporate Governance Report

Details required under Appendix 7F of the Catalist Rules	Mr. Haim Brosh	Ms. Elka Nir
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Mr. Brosh possesses relevant experience that is comparable to the experience of a person who has served as a director of an issuer listed on the SGX-ST. This includes his extensive experience with corporate regulatory and compliance requirements, including directors' statutory and other duties gained during his tenure as Chief Financial Officer and Joint Company Secretary for over six years, as well as his knowledge and experience in mergers and acquisitions and capital markets	N.A.

# **THE TRENDLINES GROUP LTD.**

**INDEPENDENT AUDITORS' REPORT AND AUDITED FINANCIAL STATEMENTS OF THE  
TRENDLINES GROUP LTD. AND ITS SUBSIDIARIES FOR THE FINANCIAL  
YEAR ENDED DECEMBER 31, 2024**

**(U.S. dollars in thousands)**

# **THE TRENDLINES GROUP LTD.**

**AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL**

**YEAR ENDED DECEMBER 31, 2024**

## **INDEX**

	<b>Page</b>
<b>Directors' Report</b>	<b>101</b>
<b>Directors' Statements</b>	<b>111</b>
<b>Independent Auditors' Report</b>	<b>113</b>
<b>Consolidated Statements of Financial Position</b>	<b>116-117</b>
<b>Consolidated Statements of Profit or Loss and Other Comprehensive Income</b>	<b>118</b>
<b>Consolidated Statements of Changes in Equity</b>	<b>119</b>
<b>Consolidated Statements of Cash Flows</b>	<b>120</b>
<b>Notes to Consolidated Financial Statements</b>	<b>122</b>

---

# Directors' Report

We are pleased to submit this annual report to the shareholders of the Company together with the statements audited for the financial year ended 31 December 2024.

## Directors

The Directors in office at the date of this report are as follows:

Name of Director	Designation
Ms. Nehama Ronen	Chair of the Board
Ms. Sarit Zeevi	External Director (Independent Director)
Mr. Sin Boon Ann	Independent Director
Professor Low Teck Seng	Independent Director
Mr. Haim Brosh	Executive Director

## Directors' Interests

According to the share registers kept by the Company for the purposes of Sections 127 and 128 of the Israeli Companies Law, 5759-1999 (the "Law"), and according to the information provided to the Company by our directors, particulars of interests of directors who held office at the end of FY2024 (the "Year") (including those held by their spouses and infant children) in shares, debentures, warrants and share options in the Company and in related corporations, other than wholly owned subsidiaries, are as follows:

Except as listed hereunder, none of our directors who held office at the end of the Year had any direct interest in the Company's shares, debentures, warrants and share options – neither at the beginning of the Year, nor at the end of the Year, nor as at 21 January 2025.

# Directors' Report

## Directors' Interests in the Company:

Name of director and corporation in which interests are held	Holdings registered in the name of director			Holdings in which a director is deemed to have an interest		
	At the beginning of the Year	At end of the Year	At 21 January 2025	At the beginning of the Year	At end of the Year	At 21 January 2025
<b>Ordinary Shares</b>						
Elka Nir <sup>1</sup>	–	–	–	–	–	–
Nehama Ronen	–	–	–	–	–	–
Sarit Zeevi	–	–	–	–	–	–
Sin Boon Ann	–	–	–	–	–	–
Low Teck Seng	–	–	–	–	–	–
Haim Brosh		563,063	563,063			

Except as disclosed under the "Share Options" section of this report, neither at the end of, nor at any time during the Year, was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debenture of, the Company or any other body corporate.

Since the end of the Year, no director has received or become entitled to receive, a benefit by reason of a contract made by the Company or a related corporation with the director, or with a firm of which s/he is a member, or with a company in which she/he has a substantial financial interest.

<sup>1</sup> Ms. Elka Nir ceased to be a director of the Company on 24 February 2025. If elected by shareholders at the Company's SGM on 23 April 2025, Ms. Elka Nir will be appointed as an External, Non-Executive and Non-Independent Director of the Company.

# Directors' Report

## Share Options

The 2011 Global Incentive Option Scheme (the “**Old Option Plan**”) was approved and adopted in 2011. The Old Option Plan is administered by the Board.

No Old Options have been granted to Controlling Shareholders and Associates of Controlling Shareholders.

As at the end of the Year, a total of 68,385,288 Old Options exercisable into 68,385,288 Shares at exercise prices of between NIS0.00125 and US\$0.201125 had been granted to 53 participants, of which 14,477,752 Old Options were exercised pursuant to which 14,477,752 Shares have been allotted and issued by the Company. As at the end of the Year, 920,000 Old Options exercisable into 920,000 Shares at exercise prices of US\$0.201125 remain outstanding. All outstanding Old Options granted under the Old Option Plan are all vested.

None of the Participants received 5% or more of the total number of options available under the Old Option Plan. Accordingly, the disclosures required under Catalyst Rule 851(1)(b)(ii), (iii), (c) and (d) are not applicable for the Old Option Plan.

Since 2 August 2015, no Old Options have been granted under the Old Option Plan and Old Options are not permitted to be granted under the Old Option Plan and in lieu thereof options may be granted under the Trendlines Group Ltd. 2015 Global Share Option Plan (“**The Trendlines 2015 Share Option Plan**” or the “**Plan**”) and its Sub-Plan.

The Old Option Plan provides that in the event of a transaction such as a merger, acquisition or reorganization of our Company with another company, or the sale of substantially all of the assets of the Company, the outstanding unexercised Old Options shall be assumed or substituted for an appropriate number of Shares as were distributed to Shareholders in connection with such transaction. In the event that the unexercised Old Options are not assumed or substituted, they may be immediately vested on the date which is ten (10) days prior to the effective date of the transaction, provided that a clause to this effect is included in the optionee’s grant notification letter. The right to exercise vested Old Options will expire on the earliest to occur of the following: (i) 10 years from the date of grant; (ii) 12 months after the date of the optionee’s death or disability; (iii) 90days after the date of the optionee’s voluntary resignation or involuntary termination not for cause; (iv) immediately, in the case of termination of the optionee’s employment or term in office for cause; or (v) the date set forth in the grant notification letter provided by the Company.

All outstanding Old Options granted under the Old Option Plan, to the extent not exercised, will expire by August 2025.

Old Options granted may not be assigned or transferred by an optionee other than by will or by laws of descent and distribution, or as specifically otherwise allowed under the Old Option Plan.

The Plan and Sub-Plan were adopted on 11 November 2015, effective immediately prior to listing of the Company’s shares on the Catalyst of the SGX-ST. Following the adoption of the Plan and Sub-Plan, the Old Option Plan is no longer active but continues to govern the treatment of the Old Options that have been previously granted thereunder.

# Directors' Report

## Share Options (cont'd)

As at the end of the Year, there are 920,000 Old Options granted and outstanding under the Old Option Plan. The following table sets out information regarding the outstanding Old Options:

Name of holder of Old Options	Date of grant	Purchase price	Number of Shares comprised in the Old Options granted	Aggregate number of Shares allotted and issued pursuant to the exercise and/or expiry of the Old Options	Number of Shares comprised in the unexercised Old Options	Number of Shares that will be allotted and issued pursuant to the exercise of the unexercised Old Options	Exercise price of Old Option	Exercise period	Exercise period
David Todd Dollinger	1 September 2011	N.A.	5,838,384	5,838,384	— <sup>(1)</sup>	— <sup>(1)</sup>	US\$0.003	N.A. <sup>(1)</sup>	N.A. <sup>(1)</sup>
	2 June 2014	N.A.	13,272,928	13,272,928	—	—	US\$0.1845	N.A.	N.A.
Stephen Louis Rhodes	1 September 2011	N.A.	5,838,384	5,838,384	— <sup>(2)</sup>	— <sup>(2)</sup>	US\$0.003	N.A. <sup>(2)</sup>	N.A. <sup>(2)</sup>
	2 June 2014	N.A.	13,272,928	13,272,928	—	—	US\$0.1845	N.A.	N.A.
Dr. Nitza Kardish	1 September 2011	N.A.	2,189,392	2,189,392	—	—	US\$0.13625	N.A.	N.A.
	2 June 2014	N.A.	1,187,088	1,187,088	—	—	US\$0.1845	N.A.	N.A.
Haim Brosh	2 June 2014	N.A.	1,420,656	1,420,656	—	—	US\$0.1845	N.A.	N.A.
Other employees	6 January 2014	N.A.	3,503,016	3,503,016	—	—	US\$0.13625	N.A.	N.A.
	7 June 2014	N.A.	9,756,800	9,756,800	—	—	US\$0.1845	N.A.	N.A.
	26 April 2015	N.A.	80,000	80,000	—	—	US\$0.1845	N.A.	N.A.
	2 August 2015	N.A.	1,520,000	600,000	920,000	920,000	US\$0.201	2 August 2015 to 2 August 2025	2 August 2025

Except as disclosed above, there were no unissued shares of the Company or its subsidiaries under options granted by the Company or its subsidiaries as at the end of the Year.

### Notes:

<sup>(1)</sup> David Todd Dollinger was granted 5,838,384 Old Options which were all exercised.

<sup>(2)</sup> Stephen Louis Rhodes was granted 5,838,384 Old Options which were all exercised.

# Directors' Report

## The Trendlines 2015 Share Options Plan

The Company has adopted The Trendlines 2015 Share Option Plan (the "Plan") and the Sub-Plan at a Special General Meeting of the Shareholders held on 11 November 2015 and amended at the Special General Meeting of the Shareholders held on 2 August 2016. The Plan and any Sub-Plans are administered by the Board or the Remuneration Committee.

The following table sets out information regarding options granted to the directors under the Plan:

Name of Participant	Aggregate options granted during financial year under review	Aggregate options granted since commencement of the Plan to 31 December 2024	Aggregate options exercised since commencement of the Plan to 31 December 2024	Aggregate options outstanding at 31 December 2024
Elka Nir <sup>2</sup>	–	750,000	–	750,000
Sin Boon Ann	–	750,000	–	750,000
Nehama Ronen	–	750,000	–	750,000
Sarit Zeevi	–	750,000	–	750,000
Low Teck Seng	–	750,000	–	750,000
Haim Brosh	18,000,000	5,350,643	–	23,350,643

No options have been granted to Controlling Shareholders and Associates of Controlling Shareholders under the Plan.

None of the Participants received 5% or more of the total number of options available under the Plan. The Company does not have any parent company.

No options were granted at a discount to market price during the financial year.

Accordingly, the disclosures required under Catalist Rule 851(1)(b) (ii), (iii), (c) and (d) are not applicable.

As at the end of the Year, a total of 85,201,276 options exercisable into 85,201,276 Shares at exercise prices of between S\$0.04 and S\$0.32 were granted to 90 participants, none of the options were exercised and no Shares have been allotted and issued by the Company. As at the end of the Year, 46,846,087 options exercisable into 46,846,087 Shares at exercise prices of between S\$0.04 and S\$0.32 remain outstanding (after taking into account 13,636,785 options previously granted to former employees that had lapsed and expired during the Year). 27,429,406 outstanding options granted under the Plan are vested.

Non-exhaustive information regarding the Plan is set out below (please refer to Appendix I of the Offer Document dated 16 November 2015 and the Company's circular dated 27 June 2016 for the entire Plan and Sub-Plan):

<sup>2</sup> Ms. Elka Nir ceased to be a director of the Company on 24 February 2025. If elected by shareholders at the Company's SGM on 23 April 2025, Ms. Elka Nir will be appointed as an External, Non-Executive and Non-Independent Director of the Company..

# Directors' Report

## Option Pool

The total number of Shares for which the Remuneration Committee may grant options under the Plan at any date, when added to the number of Shares issued and/or issuable in respect of: (a) all options already granted under the Plan and Sub-Plan; and (b) all options or awards granted under any other share option scheme or share schemes then in force, shall not exceed 15.0% of the total issued share capital of the Company (excluding treasury Shares) on the day immediately preceding the date of grant of the options.

## Maximum Entitlements

The aggregate number of shares reserved as option pool in respect of all options granted under the Plan available to plan controlling shareholders or associates of the plan controlling shareholders shall not exceed 5.0% of the shares available under the Plan. The number of shares reserved as option pool in respect of all options granted under the Plan available to each plan controlling shareholder or associate of the plan controlling shareholder shall also not exceed 1.0% of the shares available under the Plan.

## Options, Exercise Period and Exercise Price

The exercise price for each grantee shall be as determined by the Remuneration Committee and specified in the applicable option agreement; provided, however, that: (i) unless otherwise determined by the Remuneration Committee (which determination shall not require shareholder approval, unless so required in order to comply with the provisions of applicable Mandatory Law (including, for the avoidance of doubt, the listing manual)), the exercise price shall be the fair market value of the shares on the date of grant ("Fair Market Value Option") (i.e., the average of the last dealt prices for the shares on the Catalyst of the SGX-ST over the 30 consecutive trading days immediately preceding the date on which the options are granted); and (ii) where the exercise price is set at a discount to the Fair Market Value of the shares, the maximum discount shall not exceed 20.0% of the Fair Market Value of the shares (or such other percentage or amount as may be determined by the Remuneration Committee and permitted by the Sponsor or (if required) any other stock exchange on which the Shares are quoted ("Discounted Option"). Fair Market Value Options may be exercised after the first anniversary of the date of grant of that Option while Discounted Options may only be exercised after the second anniversary from the date of grant of the Option ("Cliff Period"). Unless otherwise determined by the Remuneration Committee with respect to any specific Grantee and/or to any specific grant following the Cliff Period, the options shall vest upon the lapse of each full additional one (1) month thereafter of the grantee's continuous service thereafter, until all the Options vested (that is, 100% of the grant will be vested after three (3) years).

Unless expired earlier pursuant to the Plan, unexercised Options shall expire and terminate and become null and void upon the lapse of 10 years from the Date of Grant.

## Duration of the Plan

The Plan is effective as of the day it was adopted by the Board, and shall continue in effect until the earlier of: (a) its termination by the Board; or (b) the lapse of 10 years from the date the Plan is adopted by the Board. The termination, discontinuance or expiry of the Plan shall be without prejudice to the rights accrued to Options which have been granted and accepted in accordance with the rules of the Plan, whether such Options have been exercised (whether fully or partially) or not.

# Directors' Report

## Grant of Discounted Options

Discounted Options will only be granted to deserving employees whose performance has been consistently good and/or whose future contributions to our Group will be invaluable. The ability to offer Discounted Options will operate as a means to recognize the performance of participants as well as to motivate them to continue to excel while encouraging them to focus on improving the profitability and return of our Group to a level that benefits our Shareholders when these are eventually reflected through an appreciation of our share price. Discounted Options would be perceived in a more positive light by the participants, inspiring them to work hard and produce results in order to be offered Discounted Options as only employees who have made significant contributions to the success and development of our Group would be granted Discounted Options.

The flexibility to grant Discounted Options is also intended to cater to situations where the stock market performance has overrun the general market conditions. In such events, the Remuneration Committee will have absolute discretion to:

- (a) grant Options set at a discount to the Fair Market Value of a Share (subject to a maximum limit of 20.0%); and
- (b) determine the participants to whom, and the Options to which, such reduction in exercise prices will apply.

The Remuneration Committee will have the absolute discretion to grant Discounted Options, to determine the level of discount (subject to a maximum discount of 20.0% of the Fair Market Value) and the grantees to whom, and the Options to which, such discount in the exercise price will apply provided that our Shareholders in general meeting shall have authorized, in a separate resolution, the making of offers and grants of Options under the Plan and Sub-Plan at a discount not exceeding the maximum discount as aforesaid. Such Discounted Options may be exercisable after two (2) years from the date of grant.

As at the end of the Year, there are 46,846,087 options outstanding under the Plan. The following table sets out information regarding the outstanding options under the Plan:

Name of holder of options	Date of grant	Purchase price	Number of Shares comprised in the options	Aggregate number of Shares allotted and issued pursuant to the exercise and/or expiry of the options	Number of Shares comprised in the Unexercised options	Exercise price per option	Exercise period	Expiration date
Consultants	30 December 2015	–	320,000	–	320,000	S\$0.32	10 years as of the date of grant	30 December 2025
Dr. Nitza Kardish	11 August 2016	–	629,383	–	629,383	S\$0.19	10 years as of the date of grant	11 August 2026
	24 February 2020	–	400,000	–	400,000	S\$0.1134	10 years as of the date of grant	24 February 2030
	21 December 2021	–	2,475,000	–	2,475,000	S\$0.1064	10 years as of the date of grant	21 December 2031

# Directors' Report

## Grant of Discounted Options (cont'd)

Name of holder of options	Date of grant	Purchase price	Number of Shares comprised in the options	Aggregate number of Shares allotted and issued pursuant to the exercise and/or expiry of the options	Number of Shares comprised in the Unexercised options	Exercise price per option	Exercise period	Expiration date
David Todd Dollinger	20 June 2020	–	3,955,957	3,955,957	–	S\$0.1131	N.A.	N.A.
	16 April 2022	–	4,500,000	4,500,000	–	S\$0.1072	N.A.	N.A.
Stephen Louis Rhodes	20 June 2020	–	3,955,957	3,955,957	–	S\$0.1131	N.A.	N.A.
	16 April 2022	–	4,500,000	4,500,000	–	S\$0.1072	N.A.	N.A.
Haim Brosh	12 August 2018	–	1,775,643	–	1,775,643	S\$0.105	10 years as of the date of grant	12 August 2028
	24 February 2020	–	1,100,000	–	1,100,000	S\$0.1134	10 years as of the date of grant	24 February 2030
	21 December 2021	–	2,475,000	–	2,475,000	S\$0.1064	10 years as of the date of grant	21 December 2031
	18 April 2024	–	18,000,000	–	18,000,000	S\$0.0786	10 years as of the date of grant	18 April 2034
Barak Singer	6 April 2017	–	425,437	–	425,437	S\$0.156	10 years as of the date of grant	6 April 2027
	25 February 2019	–	1,775,643	–	1,775,643	S\$0.0978	10 years as of the date of grant	25 February 2029
	24 February 2020	–	500,000	–	500,000	S\$0.1134	10 years as of the date of grant	24 February 2030
	21 December 2021	–	2,475,000	–	2,475,000	S\$0.1064	10 years as of the date of grant	21 December 2031
Eric Loh	6 April 2017	–	646,702	–	646,702	S\$0.156	10 years as of the date of grant	6 April 2027
	25 February 2019	–	200,000	–	200,000	S\$0.0978	10 years as of the date of grant	25 February 2029
	24 February 2020	–	500,000	–	500,000	S\$0.1134	10 years as of the date of grant	24 February 2030
	21 December 2021	–	2,475,000	–	2,475,000	S\$0.1064	10 years as of the date of grant	21 December 2031

# Directors' Report

## Grant of Discounted Options (cont'd)

Name of holder of options	Date of grant	Purchase price	Number of Shares comprised in the options	Aggregate number of Shares allotted and issued pursuant to the exercise and/or expiry of the options	Number of Shares comprised in the Unexercised options	Exercise price per option	Exercise period	Expiration date
Other employees	11 August 2016	–	3,146,915	3,146,915	–	S\$0.187	N.A.	N.A.
	15 September 2016	–	1,302,822	1,051,069	254,753	S\$0.187	10 years as of the date of grant	15 September 2026
	6 April 2017	–	531,799	531,799	–	S\$0.156	N.A.	N.A.
	12 August 2018	–	1,066,492	686,492	380,000	S\$0.105	10 years as of the date of grant	12 August 2028
	25 February 2019	–	1,085,526	1,010,000	75,526	S\$0.0978	10 years as of the date of grant	25 February 2029
	24 February 2020	–	4,548,000	3,382,000	1,166,000	S\$0.1134	10 years as of the date of grant	24 February 2030
	21 December 2021	–	11,650,000	7,350,000	4,300,000	S\$0.1064	10 years as of the date of grant	21 December 2031
	8 June 2023	–	3,535,000	2,785,000	750,000	S\$0.097	10 years as of the date of grant	8 June 2033
Directors	16 April 2022	–	3,000,000	1,500,000	1,500,000	S\$0.1072	10 years as of the date of grant	16 April 2032
	3 February 2023	–	2,250,000	–	2,250,000	S\$0.096	10 years as of the date of grant	3 February 2033

Except as disclosed above, there were no unissued shares of the Company or its subsidiaries under options granted by the Company or its subsidiaries as at the end of the Year.

## Audit Committee

The Audit Committee was established on 19 October 2015 and the members of the Audit Committee (as at the date of this Report) comprise three (3) directors, namely, Professor Low Teck Seng, Sin Boon Ann, and Sarit Zeevi.

During FY2024, the Audit Committee held three (3) meetings.

The Audit Committee reviews the effectiveness and adequacy of the Group's internal controls (including financial, operational, compliance and information technology controls) and the risk management policies and systems established by the Group.

# Directors' Report

## Audit Committee (cont'd)

The Audit Committee had full access to, and cooperation of Management and it also has full discretion to invite any Director or executive officer to attend its meetings. The Chief Financial Officer attends meetings of the Audit Committee. The external auditors have unrestricted access to the Audit Committee and the Audit Committee has reasonable resources to enable it to discharge its functions properly.

The Audit Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the Board that the external auditors be nominated for re-appointment as external auditors at the forthcoming Annual General Meeting of the Company.

## Auditors

The auditors have indicated their willingness to accept re-appointment for the ensuing financial year.

On behalf of the Board,

Nehama Ronen, Chair

13 March 2025

# Directors' Statements

In our opinion:

- (a) the financial statements set out on pages 112 to 173 are drawn up so as to give a true and fair view of the Company and of the Group as at 31 December 2024 and of the results of the business, changes in equity and cash flows of the Group for the financial year then ended; and
- (b) as at the date of this statement, there are reasonable grounds to assume that the Group will be able to pay its debts as and when they fall due.

On behalf of the directors,

Nehama Ronen, Chair

13 March 2025

# Independent Auditors' Report

To the Member of The Trendlines Group Ltd.

## Report on the Audit of the Financial Statements

### Opinion

We have audited the consolidated financial statements of The Trendlines Group Ltd. (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the consolidated statements of financial position of the Group and the Company as of 31 December 2024, and the consolidated statements of profit or loss and other comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group and the Company as of 31 December 2024, and the Group's consolidated financial performance, consolidated changes in equity and consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standard Board ("IASB").

### Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing (SSAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (ACRA) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. For this matter, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to this matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

# Independent Auditors' Report

To the Member of The Trendlines Group Ltd.

## Key Audit Matters (cont'd)

### Valuation of Investments in Portfolio Companies

The Group's disclosures about its investments in Portfolio Companies are included in Notes 7 and 9 to the consolidated financial statements.

The Group's investments in Portfolio Companies represent 87.73% of the total amount of its assets. The valuations of the Portfolio Companies are designated as level 3 in the fair value hierarchy since they are valued using inputs other than quoted prices in an active market. The Group determined it was necessary to rely on the opinion of external valuation specialists to value the substantial majority of these investments, due to the complexity of the valuations. Due to the inherent subjectivity in the valuation of these investments, we determined this matter to be a significant item for our audit.

### How our audit addressed the matter

Our audit procedures comprised, amongst others, of an assessment of the appropriateness of the valuation models and reasonableness of inputs used to value the Portfolio Companies. In addition, we considered the objectivity, independence and expertise of the external valuer.

We used our internal valuation specialists to assist us in the evaluation of the valuation of the material investments, and to assess whether the valuations arrived at by the Group were within a reasonable range of acceptable differences. As part of these audit procedures, we assessed the reasonability of key inputs used in the valuation such as the expected operational performance, expected cash flows and weighted average cost of capital by benchmarking them with external data. We also evaluated the Group's assessment whether other evidence exists that could affect the valuation of individual investments.

We further assessed the adequacy of the Group's disclosures concerning this matter in Notes 7 and 9 to the consolidated financial statements.

## Other information

Management is responsible for other information. The other information comprises the information included in the annual report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. 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. We have nothing to report in this regard.

# Independent Auditors' Report

To the Member of The Trendlines Group Ltd.

## Auditor's Responsibilities of Management and the Board of Directors for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with IFRS as issued by the IASB, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Group's financial reporting process.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 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 consolidated financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

# Independent Auditors' Report

To the Member of The Trendlines Group Ltd.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (cont'd)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Yew Kiang Chan.

Ernst & Young LLP  
Public Accountants and  
Chartered Accountants  
Singapore

13 March 2025

# Consolidated Statements of Financial Position

For the financial year ended 31 December 2024

U.S. dollars in thousands, except share and per share data

Note	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
<b>ASSETS</b>				
<b>CURRENT ASSETS:</b>				
Cash and cash equivalents	4,973	6,110	3,916	5,182
Short-term bank deposits	3	1,014	90	921
Accounts and other receivables	4	777	2,390	6,964
Short-term loans to Portfolio Companies	5	119	119	17
<b>Total Current Assets</b>	<b>6,883</b>	<b>8,709</b>	<b>11,818</b>	<b>13,739</b>
<b>NON-CURRENT ASSETS:</b>				
Investments in Portfolio Companies	9	66,101	66,409	—
Accounts and other receivables	4	28	28	—
Right-of-use assets	10	1,765	2,240	629
Investment in Subsidiaries	8	—	—	58,721
Property, plant and equipment, net	6	572	686	318
<b>Total Non-Current Assets</b>	<b>68,466</b>	<b>69,363</b>	<b>59,668</b>	<b>60,451</b>
<b>Total Assets</b>	<b>75,349</b>	<b>78,072</b>	<b>71,486</b>	<b>74,190</b>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES:</b>				
Lease liabilities	14(a)	304	410	118
Loans	11	423	342	423
Trade and other payables	12	3,152	3,148	859
Deferred revenues		—	984	—
<b>Total Current Liabilities</b>	<b>3,879</b>	<b>4,884</b>	<b>1,400</b>	<b>1,616</b>
<b>LONG-TERM LIABILITIES:</b>				
Loans from the Israel Innovation Authority	13	2,212	2,258	1,065
Lease liabilities	14(a)	1,212	1,634	470
Other long-term liabilities	15	220	—	206
<b>Total Long-Term Liabilities</b>	<b>3,439</b>	<b>4,112</b>	<b>1,535</b>	<b>1,682</b>

*The accompanying accounting policies and explanatory notes form an integral part of the financial statements.*

# Consolidated Statements of Financial Position

For the financial year ended 31 December 2024

U.S. dollars in thousands, except share and per share data

	Note	Group		Company		
		2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000	
<b>EQUITY:</b>						
Equity Attributable to Equity Holders of the Company:						
Share capital	17	2,959	2,605	2,959	2,605	
Share premium		99,370	93,815	99,370	93,815	
Reserve from transaction with non-controlling interests		1,745	352	—	—	
Reserve from hedges		50	73	50	73	
Reserve from share-based payment transactions	18	5,054	5,249	5,054	5,249	
Retained earnings		(40,627)	(31,202)	(38,882)	(30,850)	
<b>Total</b>		<b>68,551</b>	<b>70,892</b>	<b>68,551</b>	<b>70,892</b>	
<b>Non-Controlling Interests</b>		<b>(520)</b>	<b>(1,816)</b>	<b>—</b>	<b>—</b>	
<b>Total Equity</b>		<b>68,031</b>	<b>69,076</b>	<b>68,551</b>	<b>70,892</b>	
<b>Total Liabilities and Equity</b>		<b>75,349</b>	<b>78,072</b>	<b>71,486</b>	<b>74,190</b>	

13 March 2025

Date of approval of the financial statements

Nehama Ronen

Haim Brosh

Chair

Chief Executive Officer and interim Chief Financial Officer

*The accompanying accounting policies and explanatory notes form an integral part of the financial statements.*

# Consolidated Statements of Profit or Loss and Other Comprehensive Income

As at 31 December 2024

U.S. dollars in thousands, except share and per share data

	Note	2024 \$'000	2023 \$'000
<b>Income:</b>			
Loss from change in fair value of investments in Portfolio Companies, net	7(d)	(3,126)	(27,032)
Income from services to Portfolio Companies	22(a)(ii)	1,494	3,215
Income from contracted R&D services		225	1,281
Financial income other	19(d)	514	1,247
Other income		398	362
Total loss		(495)	(20,927)
<b>Expenses:</b>			
Operating, general and administrative expenses	19(a)	7,038	8,583
Operating, general and administrative expenses - Trendlines Medical Singapore portfolio companies (subsidiaries)	19(a)	1,619	1,243
Marketing expenses		167	241
Research and development expenses, net	19(b)	473	1,686
Financial expenses related to contingent consideration	19(c)	–	905
Financial expenses other	19(c)	407	1,136
Total expenses		9,704	13,794
Loss before income taxes		(10,199)	(34,721)
Income tax benefit	15(e)	–	–
Net loss		(10,199)	(34,721)
<b>Other comprehensive income (loss):</b>			
Amounts that will be or that have been reclassified to profit or loss when specific conditions are met:			
Gain from cash flow hedges		(23)	73
Total comprehensive loss		(10,222)	(34,648)
Net loss attributable to:			
Equity holders of the Company		(9,425)	(33,995)
Non-Controlling Interests		(774)	(726)
		(10,199)	(34,721)
Total comprehensive loss attributable to:			
Equity holders of the Company		(9,448)	(33,922)
Non-Controlling Interests		(774)	(726)
		(10,222)	(34,648)
<b>Net loss per share attributable to equity holders of the Company (in U.S dollars)</b>			
Basic and diluted net loss per share	20	\$(0.01)	\$(0.04)

*The accompanying accounting policies and explanatory notes form an integral part of the financial statements.*

# Consolidated Statements of Changes in Equity

For the financial year ended 31 December 2024

U.S. dollars in thousands

	Share capital \$'000	Share premium \$'000	Reserve from transaction with non-controlling interests \$'000	Reserve from hedges \$'000	Reserve from share-based payment transactions \$'000	Retained earnings \$'000	Total \$'000	Non-controlling Interests \$'000	Total equity \$'000
<b>Balance as of 31 December 2022</b>									
31 December 2022	2,373	86,577	352	–	4,891	2,793	96,986	(1,090)	95,896
Net income and total comprehensive income	–	–	–	73	–	(33,995)	(33,922)	(726)	(34,648)
Issuance of shares	232	7,238	–	–	–	–	7,470	–	7,470
Cost of share-based payments	–	–	–	–	358	–	358	–	358
<b>Balance as of 31 December 2023</b>									
31 December 2023	2,605	93,815	352	73	5,249	(31,202)	70,892	(1,816)	69,076
Net income and total comprehensive income	–	–	–	(23)	–	(9,425)	(9,448)	(774)	(10,222)
Issuance of shares	354	5,291	–	–	–	–	5,645	–	5,645
Expired options	–	264	–	–	(264)	–	–	–	–
Shares issued to non-controlling interests	–	–	1,393	–	–	–	1,393	2,070	3,463
Cost of share-based payments	–	–	–	–	69	–	69	–	69
<b>Balance as of 31 December 2024</b>									
31 December 2024	2,959	99,370	1,745	50	5,054	(40,627)	68,551	(520)	68,031

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

# Consolidated Statements of Cash Flows

For the financial year ended 31 December 2024

U.S. dollars in thousands

	2024 \$'000	2023 \$'000
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net loss	(10,199)	(34,721)
<u>Adjustments to reconcile net loss to net cash provided by operating used in activities</u>		
Adjustments to the profit or loss items:		
Depreciation	724	772
Loss from changes in fair value of investments in Portfolio Companies, net	3,126	27,032
Financial income, net	(139)	(567)
Financial expense related to contingent consideration	–	744
Loss from disposal of property, plant and equipment	11	15
Income from services to Portfolio Companies	(889)	(2,589)
Share-based payments	69	358
Changes in asset and liability items:		
Increase in short-term loans to Portfolio Companies	–	(28)
Decrease in accounts and other receivables	1,613	5,400
Decrease in deferred revenues	(95)	(53)
Increase (decrease) in trade and other payables	(19)	928
Decrease in other long-term liabilities	(205)	(4)
	4,196	32,008
Investments in Portfolio Companies	<u>(2,818)</u>	<u>(3,745)</u>
	<u>(2,818)</u>	<u>(3,745)</u>
Interest paid	(15)	(10)
Interest received	–	125
	<u>(15)</u>	<u>115</u>
<b>Net cash used in operating activities</b>	<b>(8,836)</b>	<b>(6,343)</b>

*The accompanying accounting policies and explanatory notes form an integral part of the financial statements.*

# Consolidated Statements of Cash Flows

For the financial year ended 31 December 2024

U.S. dollars in thousands

	2024 \$'000	2023 \$'000
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment, net	(27)	(78)
Changes in short term bank deposits, net	(921)	2,000
<b>Net cash generated from (used in) investing activities</b>	<b>(948)</b>	<b>1,922</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Issuance of shares, net	5,645	6,370
Investment agreement from non-controlling interests	3,463	–
Payment of lease liability	(479)	(548)
Loans received from the Israel Innovation Authority	16	144
<b>Net cash generated from financing activities</b>	<b>8,645</b>	<b>5,966</b>
(Decrease)/increase in cash and cash equivalents	(1,139)	1,545
Cash and cash equivalents at the beginning of the year	6,110	4,565
Cash and cash equivalents at the end of the year	<b>4,971</b>	<b>6,110</b>
Non-cash transactions	–	1,100
Issuance of shares	–	1,100
Additions to right-of-use assets with corresponding lease liability	119	826

*The accompanying accounting policies and explanatory notes form an integral part of the financial statements.*

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 1. General

### (a) Corporate information

The Trendlines Group Ltd. (the "Company" or the "Group") was incorporated in Israel in 2007. Since its incorporation, the Company has been engaged in investing in and establishing innovative agrifood tech and medical device companies primarily through its subsidiaries: Trendlines Investments Israel Ltd. (formerly Trendlines Agtech-Mofet Ltd.), Trendlines Agrifood Innovation Centre Ltd. ("AFIC") and Trendlines Medical Singapore Pte Ltd ("TMS"). The Company's subsidiaries represent one business segment for management reporting purposes.

Additionally, the Group manages investment funds: The Trendlines Agrifood Fund Pte Ltd. with Trendlines Venture Holdings as a General Partner ("GP"), The Bayer Trendlines Ag Innovation Fund with AgFund GP as the GP, The Maryland Israel Trendlines Fund with Maryland GP as the GP.

In November 2015, the Company completed an initial public offering ("IPO") on the Catalyst of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Company is trading on ticker SGX: 42T.

Trendlines Investments Israel Ltd. operated under franchise agreements with the State of Israel, through the Israel Innovation Authority ("IIA") of the Ministry of Economy and Industry which ended at 31 December 2023. The termination of the franchise agreements did not have a material impact on the Company's operations as we have announced in the past, we are no longer planning to establish new portfolio companies and devote all of our efforts and resources to our existing portfolio to bring them to maturity and success.

The Company's headquarters is located at 17 T'chelet Street, Misgav Business Park, M.P. Misgav 2017400, Israel.

### (b) Approval of financial statements

These financial statements were approved by the board of directors on March 13, 2025.

### (c) Definitions

The Company	-	The Trendlines Group Ltd.
The Group	-	The Company and its consolidated subsidiaries.
Subsidiaries	-	Companies that are controlled by the Company (as defined in IFRS 10) and whose accounts are consolidated with those of the Company.
Investees	-	Subsidiaries.
Trendlines Medical Singapore	-	Trendlines Medical Singapore Pte Ltd. a technological incubator - subsidiary of the Company.
Agtech	-	Trendlines Investments Israel Ltd. a technological incubator - subsidiary of the Company.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 1. General (cont'd)

### (c) Definitions (cont'd)

AFIC	- Trendlines Agrifood Innovation Center Pte Ltd. a technological incubator and fund manager - subsidiary of the Company.
Trendlines Incubators/ Incubators	- Two technological incubators - Agtech and Trendlines Medical Singapore in which the Company exercises control and whose statements are consolidated with those of the Company.
Peripheral Incubator	- Technological incubator that is situated in a national priority region. Agtech is a Peripheral Incubator.
Portfolio Company	- A company in which the Incubators invested and is not a subsidiary.
IIA	- Israel Innovation Authority (formerly the Office of the Chief Scientist) of the Israeli Ministry of Economy and Industry.
Directive 8.2	- Directive 8.2 of the Director General of the Ministry of Economy effective regarding the Incubators from 22 August 2001 through 31 August 2007, when the Incubators functioned as non-profit companies.
Old Directive 8.3	- Directive 8.3 of the Director General of the Ministry of Economy - Technology Entrepreneurship Centers - Pilot Incubators, effective regarding the Incubators from 1 September 2007 (when the Incubators started to function as for-profit companies under the control of The Trendlines Group) through 31 December 2010.
Track Benefit No.3	- Track Benefit No.3 of the Israel Innovation Authority in the ministry of economy and industry - technological incubators; replaced the Old Directive 8.3, effective regarding the Incubators from 1 January 2011, onwards.
Related parties	- As defined in IAS 24.
Dollar	- US dollar.

## 2. Material accounting policies

The following accounting policies have been applied consistently in the financial statements for all periods presented, unless otherwise stated.

### (a) Basis of presentation of the financial statements

The financial statements of the Group have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The financial statements have been prepared on the historical cost basis, except for financial assets and liabilities, including derivative financial instruments, that have been measured at fair value through profit and loss.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (a) Basis of presentation of the financial statements (cont'd)

#### Consolidated financial statements

The consolidated financial statements comprise the financial statements of companies that are controlled by the Company ("Subsidiaries"). Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Potential voting rights are considered when assessing whether an entity has control. The consolidation of the financial statements commences on the date on which control is obtained and ends when such control ceases.

The financial statements of the Company and of the subsidiaries are prepared as of the same dates and periods. The consolidated financial statements are prepared using uniform accounting policies by all companies in the Group. Significant intragroup balances and transactions and gains or losses resulting from intragroup transactions are eliminated in full in the consolidated financial statements.

Non-controlling interests in subsidiaries represent the equity in subsidiaries not attributable, directly or indirectly, to a parent. Non-controlling interests are presented in equity separately from the equity attributable to the equity holders of the Company. Profit or loss and components of other comprehensive income are attributed to the Company and to non-controlling interests. Losses are attributed to non-controlling interests even if they result in a negative balance of non-controlling interests in the consolidated statement of financial position.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation. Non-controlling interest in subsidiaries are identified separately from the Group's equity therein. Those interests of noncontrolling shareholders that are present ownership interest entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interest proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of noncontrolling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent change in equity.

If the Group loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognized in profit or loss. Any investment retained is recognized at fair value.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies

#### (i) Functional currency, presentation currency and foreign currency

##### (a) Functional currency and presentation currency:

The Group's financial statements are presented in US dollars, which is also the functional currency of the Company and its material subsidiaries. The Group's performance and liquidity are evaluated and managed in US dollars. Therefore, the US dollar is considered as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

##### (b) Transactions, assets and liabilities in foreign currency:

Transactions denominated in foreign currency are recorded upon initial recognition at the exchange rate at the date of the transaction. After initial recognition, monetary assets and liabilities denominated in foreign currency are translated at each reporting date into the functional currency at the exchange rate at that date. Exchange rate differences are recognized in profit or loss. Non-monetary assets and liabilities denominated in foreign currency and measured at cost are translated at the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currency and measured at fair value are translated into the functional currency using the exchange rate prevailing at the date when the fair value was determined.

##### (c) Group companies:

For consolidation purpose, the assets and liabilities of foreign operations are translated into USD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognized in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in profit or loss.

#### (ii) Cash equivalents

Cash equivalents are considered as highly liquid investments, including unrestricted short-term bank deposits with an original maturity of three months or less from the date of investment or with a maturity of more than three months, but which are redeemable on demand without penalty, and which form part of the Group's cash management.

#### (iii) Short-term deposits

Short-term bank deposits are deposits with an original maturity of more than three months from the date of investment and which do not meet the definition of cash equivalents. The deposits are presented according to their terms of deposit.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (iv) Financial instruments

##### (a) Financial assets:

Financial assets are measured upon initial recognition at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets, except for financial assets measured at fair value through profit or loss in respect of which transaction costs are recorded in profit or loss.

The Group classifies and measures debt instruments in the financial statements based on the following criteria:

- The Group's business model for managing financial assets; and
- The contractual cash flow terms of the financial asset.

##### (i) Debt instruments are measured at amortized cost when:

The Group's business model is to hold the financial assets in order to collect their contractual cash flows, and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial recognition, the instruments in this category are measured according to their terms at amortized cost using the effective interest rate method, less any provision for impairment.

##### (ii) Equity instruments and other financial assets held for trading:

Investments in equity instruments are measured at fair value through profit or loss. This category includes investments in Portfolio Companies held by the Incubators which are investment entities.

Other financial assets held for trading such as derivatives, are measured at fair value through profit or loss unless they are designated as effective hedging instruments.

Dividends from investments in equity instruments are recognized in profit or loss when the right to receive the dividends is established.

##### (iii) Debt instruments are measured at fair value through profit or loss when:

A financial asset which is a debt instrument does not meet the criteria for measurement at amortized cost. After initial recognition, the financial asset is measured at fair value and gains or losses from fair value adjustments are recognized in profit or loss.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (iv) Financial instruments (cont'd)

##### (b) Impairment of financial assets:

The Group evaluates at the end of each reporting period the loss allowance for financial debt instruments which are not measured at fair value through profit or loss. The Group distinguishes between two types of loss allowances:

- (a) Debt instruments whose credit risk has not increased significantly since initial recognition, or whose credit risk is low - the loss allowance recognized in respect of this debt instrument is measured at an amount equal to the expected credit losses within 12 months from the reporting date (12-month ECLs); or
- (b) Debt instruments whose credit risk has increased significantly since initial recognition, and whose credit risk is not low - the loss allowance recognized is measured at an amount equal to the expected credit losses over the instrument's remaining term (lifetime ECLs).

The Group has short-term financial assets, principally short-term loans and trade receivables, in respect of which the Group applies a simplified approach and measures the loss allowance in an amount equal to the lifetime expected credit losses.

The impairment loss, if any, is recognized in profit or loss with a corresponding allowance that is offset from the carrying amount of the assets.

##### (c) Derecognition of financial assets:

A financial asset is derecognized only when:

- The contractual rights to the cash flows from the financial asset has expired; or
- The Group has transferred substantially all the risks and rewards deriving from the contractual rights to receive cash flows from the financial asset or has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset; or
- The Group has retained its contractual rights to receive cash flows from the financial asset but has assumed a contractual obligation to pay the cash flows in full without material delay to a third party.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (iv) Financial instruments (cont'd)

##### (d) Financial liabilities:

###### (i) Financial liabilities measured at amortized cost:

Financial liabilities are initially recognized at fair value less transaction costs that are directly attributable to the issue of the financial liability.

After initial recognition, the Group measures all financial liabilities at amortized cost using the effective interest rate method, except for financial liabilities at fair value through profit or loss.

###### (ii) Financial liabilities measured at fair value through profit or loss:

At initial recognition, the Group measures financial liabilities that are not measured at amortized cost at fair value. Transaction costs are recognized in profit or loss.

After initial recognition, changes in fair value are recognized in profit or loss.

At initial recognition, the Group designated the financial liability in respect of loans received from the IIA and a loan from a related party as measured at fair value through profit or loss. Changes in the fair value of the financial liability are recognized in profit or loss, except for changes that can be attributed to changes in the financial liability's credit risk which are recorded in other comprehensive income.

##### (e) Derecognition of financial liabilities:

A financial liability is derecognized only when it is extinguished, that is when the obligation specified in the contract is discharged or cancelled or expires. A financial liability is extinguished when the debtor discharges the liability by paying in cash, other financial assets, goods or services; or is legally released from the liability.

##### (f) Offsetting financial instruments:

Financial assets and financial liabilities are offset and the net amount is presented in the statement of financial position if there is a legally enforceable right to set off the recognized amounts and there is an intention either to settle on a net basis or to realize the asset and settle the liability simultaneously. The right of set-off must be legally enforceable not only during the ordinary course of business of the parties to the contract but also in the event of bankruptcy or insolvency of one of the parties. In order for the right of set-off to be currently available, it must not be contingent on a future event, there may not be periods during which the right is not available, or there may not be any events that will cause the right to expire.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (v) Fair value measurement

The Group measures its investments in Portfolio Companies and certain other financial instruments at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value measurement is based on the assumption that the transaction will take place in the asset's or the liability's principal market, or in the absence of a principal market, in the most advantageous market.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

Fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances. Valuation techniques include the market comparable approach (i.e., using recent arm's length market transactions adjusted as necessary and reference to the current market value of another instrument that is substantially the same), the income approach (i.e., discounted cash flow analysis and option pricing models making as much use of available and supportable market data as possible) and the cost approach (see Note 7(C) for details).

All assets and liabilities measured at fair value or for which fair value is disclosed are categorized into levels within the fair value hierarchy based on the lowest level input that is significant to the entire fair value measurement:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable directly or indirectly.
- Level 3 - Inputs that are not based on observable market data (valuation techniques which use inputs that are not based on observable market data).

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (vi) Loans from the Israel Innovation Authority

The fair value of loans received from the IIA is calculated based on the present value of expected amounts to be repaid to the IIA, discounted at a rate reflecting the level of risk of the Portfolio Companies or the risk of the Incubators in case of operational loans. The loans for Portfolio Companies were received under the Old Directive 8.3 and the incubators' operational loans were received under the Track Benefit No. 3, see also Note 16(a)(iv).

#### (vii) Leases

The Group accounts for a contract as a lease when the contract terms convey the right to control the use of an identified asset for a period of time in exchange for consideration.

##### (i) The Group as a lessee:

For leases in which the Group is the lessee, the Group recognizes on the commencement date of the lease a right-of-use asset and a lease liability, excluding leases whose term is up to 12 months and leases for which the underlying asset is of low value. For these excluded leases, the Group has elected to recognize the lease payments as an expense in profit or loss on a straight-line basis over the lease term. In measuring the lease liability, the Group has elected to apply the practical expedient in IFRS 16 and does not separate the lease components from the non-lease components (such as management and maintenance services, etc.) included in a single contract.

Leases which entitle employees to a company car as part of their employment terms are accounted for as employee benefits.

On the commencement date, the lease liability includes all unpaid lease payments discounted at the interest rate implicit in the lease, if that rate can be readily determined, or otherwise using the Group's incremental borrowing rate. After the commencement date, the Group measures the lease liability using the effective interest rate method.

On the commencement date, the right-of-use asset is recognized in an amount equal to the lease liability plus lease payments already made on or before the commencement date and initial direct costs incurred. The right-of-use asset is measured applying the cost model and depreciated over the shorter of its useful life and the lease term.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (vii) Leases (cont'd)

##### (i) The Group as a lessee: (cont'd)

Following are the amortization periods of the right-of-use assets by class of underlying asset:

	Years	Mainly
Lease facilities	3-10	10
Motor vehicles	3	3

The Group tests for impairment of the right-of-use asset whenever there are indications of impairment pursuant to the provisions of IAS 36.

##### (ii) Variable lease payments that depend on an index:

On the commencement date, the Group uses the index rate prevailing on the commencement date to calculate the future lease payments.

For leases in which the Group is the lessee, the aggregate changes in future lease payments resulting from a change in the index are discounted (without a change in the discount rate applicable to the lease liability) and recorded as an adjustment of the lease liability and the right-of-use asset, only when there is a change in the cash flows resulting from the change in the index (that is, when the adjustment to the lease payments takes effect).

##### (iii) Lease extension and termination options:

A non-cancellable lease term includes both the periods covered by an option to extend the lease when it is reasonably certain that the extension option will be exercised, and the periods covered by a lease termination option when it is reasonably certain that the termination option will not be exercised.

In the event of any change in the expected exercise of the lease extension option or in the expected non-exercise of the lease termination option, the Group remeasures the lease liability based on the revised lease term using a revised discount rate as of the date of the change in expectations. The total change is recognized in the carrying amount of the right-of-use asset until it is reduced to zero, and any further reductions are recognized in profit or loss.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (vii) Leases (cont'd)

##### (iv) Lease modifications:

If a lease modification does not reduce the scope of the lease and does not result in a separate lease, the Group remeasures the lease liability based on the modified lease terms using a revised discount rate as of the modification date and records the change in the lease liability as an adjustment to the right-of-use asset.

If a lease modification reduces the scope of the lease, the Group recognizes a gain or loss arising from the partial or full reduction of the carrying amount of the right-of-use asset and the lease liability. The Group subsequently remeasures the carrying amount of the lease liability according to the revised lease terms, at the revised discount rate as of the modification date and records the change in the lease liability as an adjustment to the right-of-use asset.

#### (viii) Property, plant and equipment

Property, plant and equipment are measured at cost, including direct attributable costs, less accumulated depreciation, accumulated impairment losses and excluding day-to-day servicing expenses. Cost includes spare parts and auxiliary equipment that are used in connection with plant and equipment.

Depreciation is calculated on a straight-line basis over the useful life of the assets at annual rates as follows:

	%	Mainly %
Leasehold improvements (according to the lease term)	10-12.5	10
Office furniture and equipment	6-15	7
Computers and peripheral equipment	15-33	33

Leasehold improvements are depreciated on a straight-line basis over the shorter of the lease term (including the extension option held by the Group and intended to be exercised) or the expected life of the leasehold improvement.

The useful life, depreciation method and residual value of an asset are reviewed at least each year-end and any changes are accounted for prospectively as a change in accounting estimate. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale or the date that the asset is derecognized.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (ix) Research and development expenditures

Research and development ("R&D") expenditures in respect of contracted service agreements, are recognized in profit or loss when incurred.

#### (x) Income taxes

Current or deferred taxes are recognized in profit or loss, except to the extent that they relate to items which are recognized in other comprehensive income or equity.

##### (a) Current taxes

The current tax liability is measured using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date as well as adjustments required in connection with the tax liability in respect of previous years.

##### (b) Deferred taxes

Deferred taxes are computed in respect of temporary differences between the carrying amounts in the financial statements and the amounts attributed for tax purposes.

Deferred taxes are measured at the tax rate that is expected to apply when the asset is realized, or the liability is settled, based on tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is not probable that they will be utilized. Deductible carry-forward losses and temporary differences for which deferred tax assets had not been recognized are reviewed at each reporting date and a respective deferred tax asset is recognized to the extent that their utilization is probable.

Taxes that would apply in the event of the disposal of investments in investees have not been taken into account in computing deferred taxes, as long as the disposal of the investments in investees is not probable in the foreseeable future. Also, deferred taxes that would apply in the event of distribution of earnings by investees as dividends have not been taken into account in computing deferred taxes, since the distribution of dividends does not involve an additional tax liability or since it is the Group's policy not to initiate distribution of dividends from a subsidiary that would trigger an additional tax liability.

Deferred taxes are offset if there is a legally enforceable right to offset a current tax asset against a current tax liability and the deferred taxes relate to the same taxpayer and the same taxation authority.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (xi) Share-based payment transactions

The Group's employees, directors and other service providers are entitled to remuneration in the form of equity-settled share-based payments.

Equity-settled transactions:

The cost of equity-settled transactions with employees is measured at the fair value of the equity instruments granted at the grant date. The fair value is determined using an acceptable option pricing model.

As for other service providers, the cost of the transactions is measured at the fair value of the goods or services received as consideration for equity instruments granted.

The cost of equity-settled transactions is recognized in profit or loss together with a corresponding increase in equity during the period which the performance and/or service conditions are to be satisfied ending on the date on which the relevant employees become entitled to the award (the "vesting period"). The cumulative expense recognized for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

#### (xii) Revenue recognition

Revenue from contracts with customers is recognized when the control over the goods or services is transferred to the customer. The transaction price is the amount of the consideration that is expected to be received based on the contract terms, excluding amounts collected on behalf of third parties (such as taxes).

##### (a) Revenue from rendering of services:

Revenue from rendering of services is recognized over time, during the period the customer simultaneously receives and consumes the benefits provided by the Group's performance. Revenue is recognized in the reporting periods in which the services are rendered. The Group charges its customers based on payment terms agreed upon in specific agreements. When payments are made before or after the service is performed, the Group recognizes the resulting contract asset or liability.

##### (b) Income from carried interests in funds

The Group, through subsidiaries, is the General Partner ("GP") in three funds (see Note 8). The GP is entitled to receive carried interests of 20% from the distribution of profits of the funds after repayment of the Limited Partners' investment in the funds. Income from these carried interests are recognized only to the extent it is highly probable that a significant reversal of the cumulative amount of revenue recognized will not occur.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (xii) Revenue recognition (cont'd)

##### (c) Income from services to Portfolio Companies

The Group, through its Incubators, provides the Portfolio Companies with services in the area of technology development, business development, capital raising, access to IIA grants and administrative support. In consideration for the Incubators' obligation pursuant to Track Benefit No. 3 of the IIA to provide these services to the Portfolio Companies over the two-year incubation period, the Group receives equity interests in the Portfolio Companies. The Group recognizes in its financial statements deferred revenue (contract liability) in respect of the fair value of the benefit of these shares received from the IIA. Such deferred revenue is recognized over the two years of the incubation of the Portfolio Company. Under the Old Directive 8.3, upon obtaining an IIA loan, the benefit's value is computed as the difference between the amount of the loan from the IIA and its fair value, and under the Track Benefit No. 3, the benefit's value is computed as the difference between the fair value of the investment Portfolio Company and the supplementary funding invested by the Incubators see Note 16(A)(3)).

The Group has applied the practical expedient not to disclose information about its remaining performance obligations when the Group recognizes revenue in the amount to which the Group has a right to invoice customers in amounts that correspond directly with the value to the customer of the Group's performance completed to date.

Income recognized during the years ended 31 December 2024 and 2023 were US\$1,494 and US\$3,215, respectively.

In addition, in accordance with IIA regulations, the Group receives monthly capped overhead reimbursement from the Portfolio Companies.

#### (xiii) Grants received

Grants received are recognized when there is reasonable assurance that the grants will be received, and the Group will comply with the attached conditions.

Grants received from the IIA are recognized upon receipt as a liability if future economic benefits are expected from the research project that will result in royalty-bearing sales.

A liability for the loan is first measured at fair value using a discount rate that reflects a market rate of interest. The difference between the amount of the grant received and the fair value of the liability is accounted for as a grant and recognized as a reduction of research and development expenses. After initial recognition, the liability is measured at amortized cost using the effective interest method. Royalty payments are treated as a reduction of the liability. If no economic benefits are expected from the research activity, the grant receipts are recognized as a reduction of the related research and development expenses. In that event, the royalty obligation is treated as a contingent liability.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (xiii) Grants received (cont'd)

At each reporting date, the Group evaluates whether there is reasonable assurance that the liability recognized, in whole or in part, will not be repaid (since the Group will not be required to pay royalties) based on the best estimate of future sales and using the original effective interest method, and if so, the appropriate amount of the liability is derecognized against a corresponding reduction in research and development expenses or operating, general and administrative expenses.

Grants received from Enterprise Singapore ("ESG") are recorded as a reduction of research and development expenses - see Note 21.

#### (xiv) Earnings per share

Earnings per share are calculated by dividing the net income attributable to equity holders of the Company by the weighted number of ordinary shares outstanding during the period.

Potential ordinary shares (options, warrants and other convertible securities) are included in the computation of diluted earnings per share when their conversion decreases earnings per share or increases loss per share from continuing operations. Potential ordinary shares that are converted during the period are included in diluted earnings per share only until the conversion date and from that date in basic earnings per share. The Company's share of earnings of investees is included based on its share of earnings per share of the investees multiplied by the number of shares held by the Company.

#### (xv) Provisions

A provision in accordance with IAS 37 is recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects part or all of the expense to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense is recognized in the statement of profit or loss net of any reimbursement.

#### (xvi) Derivative financial instruments and hedge accounting

*Initial recognition and subsequent measurement:*

The Group uses derivative financial instruments, forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (xvi) Derivative financial instruments and hedge accounting (cont'd)

*Initial recognition and subsequent measurement: (cont'd)*

Any gains or losses arising from changes in the fair value of derivatives are taken directly to OCI as the Group assesses its hedges as effective and are later reclassified to profit or loss when the hedge item affects profit or loss.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the Group will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's cash flows attributable to the hedged risk.

Such hedges are expected to be highly effective in achieving offsetting changes in cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

#### (xvii) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, management estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

#### (xviii) Changes in accounting policies - initial application of new financial reporting and accounting standards and amendments to existing financial reporting and accounting standards

##### (a) Amendment to IAS 1, "Presentation of Financial Statements":

In January 2020, the IASB issued an amendment to IAS 1, "Presentation of Financial Statements" regarding the criteria for determining the classification of liabilities as current or non-current ("the Original Amendment"). In October 2022, the IASB issued a subsequent amendment ("the Subsequent Amendment").

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (xviii) Changes in accounting policies - initial application of new financial reporting and accounting standards and amendments to existing financial reporting and accounting standards (cont'd)

##### (a) Amendment to IAS 1, "Presentation of Financial Statements": (cont'd)

According to the Subsequent Amendment:

- Only financial covenants with which an entity must comply on or before the reporting date will affect a liability's classification as current or non-current.
- In respect of a liability for which compliance with financial covenants is to be evaluated within twelve months from the reporting date, disclosure is required to enable users of the financial statements to assess the risks related to that liability. The Subsequent Amendment requires disclosure of the carrying amount of the liability, information about the financial covenants, and the facts and circumstances at the end of the reporting period that could result in the conclusion that the entity may have difficulty in complying with the financial covenants.

According to the Original Amendment, the conversion option of a liability affects the classification of the entire liability as current or non-current unless the conversion component is an equity instrument.

The Original Amendment and Subsequent Amendment are both applied retrospectively for annual periods beginning on January 1, 2024.

The above Amendments did not have a material impact on the Company's consolidated financial statements.

##### (b) Amendment to IFRS 16, "Leases":

In September 2022, the IASB issued an amendment to IFRS 16, "Leases" ("the Amendment"), which provides guidance on how a seller-lessee should measure the lease liability arising in a sale and leaseback transaction with variable lease payments that do not depend on an index or rate. The seller-lessee has to choose between two accounting policies for measuring the lease liability on the inception date of the lease. The accounting policy chosen must be applied consistently.

The Amendment is applied retrospectively for annual periods beginning on January 1, 2024.

The Amendment did not have a material impact on the Company's consolidated financial statements.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (xviii) Changes in accounting policies - initial application of new financial reporting and accounting standards and amendments to existing financial reporting and accounting standards (cont'd)

##### (c) Amendments to IAS 7, "Statement of Cash Flows", and IFRS 7, "Financial Instruments: Disclosures":

In May 2023, the IASB issued amendments to IAS 7, "Statement of Cash Flows", and IFRS 7, "Financial Instruments: Disclosures" ("the Amendments") to address the presentation of liabilities and the associated cash flows arising out of supplier finance arrangements, as well as disclosures required for such arrangements.

The disclosure requirements in the Amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The Amendments are applied for annual reporting periods beginning on January 1, 2024.

The Amendments did not have a material impact on the Company's consolidated financial statements.

#### (xix) Disclosure of New Standards in the Period Prior to their Adoption

##### (a) Amendments to IAS 21, "The Effects of Changes in Foreign Exchange Rates":

In August 2023, the IASB issued "Amendments to IAS 21: Lack of Exchangeability (Amendments to IAS 21, "The Effects of Changes in Foreign Exchange Rates")" ("the Amendments") to clarify how an entity should assess whether a currency is exchangeable and how it should measure and determine a spot exchange rate when exchangeability is lacking.

The Amendments set out the requirements for determining the spot exchange rate when a currency lacks exchangeability. The Amendments require disclosure of information that will enable users of financial statements to understand how a currency not being exchangeable affects or is expected to affect the entity's financial performance, financial position and cash flows.

The Amendments apply for annual reporting periods beginning on or after January 1, 2025. Earlier adoption is permitted, in which case, an entity is required to disclose that fact. When applying the Amendments, an entity should not restate comparative information. Instead, if the foreign currency is not exchangeable at the beginning of the annual reporting period in which the Amendments are first applied (the initial application date), the entity should translate affected assets, liabilities and equity as required by the Amendments and recognize the differences as of the initial application date as an adjustment to the opening balance of retained earnings and/or to the foreign currency translation reserve, as required by the Amendments.

The Company believes that the Amendments are not expected to have a material impact on its consolidated financial statements.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (xix) Disclosure of New Standards in the Period Prior to their Adoption (cont'd)

- (b) Amendments to IFRS 9, "Financial Instruments", and IFRS 7, "Financial Instruments: Disclosures":

On May 30, 2024, the IASB issued "Amendments to the Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7" ("the Amendments"). The Amendments clarify certain aspects of the classification and measurement of financial instruments.

The Amendments address the following:

Derecognition of a financial liability settled through an electronic transfer system - an entity is permitted to make an accounting policy election to derecognize a financial liability (or part of it) that is settled in cash using an electronic payment system before the settlement date if certain conditions are met. An entity that makes this accounting policy election is required to apply it to all financial liabilities settled using the same electronic payment system.

Assessing contractual cash flow characteristics for the classification of financial assets - the Amendments clarify how to assess the characteristics of contractual cash flows of financial assets with features linked to environmental, social and corporate governance (ESG) targets and other similar contingent features. The Amendments also enhance the description of the term 'non-recourse' and clarify the characteristics of contractually linked instruments (CLIs).

Disclosures – the Amendments to IFRS 7 introduce new disclosure requirements for financial assets and liabilities with contractual terms that include contingent features (including ESG-related) and new disclosures for investments in equity instruments measured at fair value through other comprehensive income (FVTOCI).

The Amendments are to be applied retrospectively commencing from annual reporting periods beginning on or after January 1, 2026. Earlier application is permitted subject to disclosure. An entity is permitted to early adopt only the Amendments that relate to the classification of financial assets and the related disclosures. An entity is not required to restate prior periods, but may do so if, and only if, it is possible to do so without the use of hindsight.

The Amendments are not expected to have a material effect on the Company's consolidated financial statements.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (b) Summary of accounting policies (cont'd)

#### (xix) Disclosure of New Standards in the Period Prior to their Adoption (cont'd)

##### (c) IFRS 18, "Presentation and Disclosure in Financial Statements":

In April 2024, the International Accounting Standards Board ("the IASB") issued IFRS 18, "Presentation and Disclosure in Financial Statements" ("IFRS 18") which replaces IAS 1, "Presentation of Financial Statements".

IFRS 18 is aimed at improving comparability and transparency of communication in financial statements.

IFRS 18 retains certain existing requirements of IAS 1 and introduces new requirements on presentation within the statement of profit or loss, including specified totals and subtotals. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information.

IFRS 18 does not modify the recognition and measurement provisions of items in the financial statements. However, since items within the statement of profit or loss must be classified into one of five categories (operating, investing, financing, taxes on income and discontinued operations), it may change the entity's operating profit. Moreover, the publication of IFRS 18 resulted in consequential narrow scope amendments to other accounting standards, including IAS 7, "Statement of Cash Flows" and IAS 34, "Interim Financial Reporting".

IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, and is to be applied retrospectively. Early adoption is permitted commencing from January 1, 2025, subject to disclosure.

The Company is evaluating the effects of IFRS 18, including the effects of the consequential amendments to other accounting standards, on its consolidated financial statements.

### (c) Significant accounting judgments, estimates and assumptions

#### (i) Judgments

##### *Determination of control*

The Group assesses whether it controls a company in which it holds the majority or less than the majority of the voting rights by reference to, among others, the size of its holding of voting rights relative to the size and dispersion of holdings of the other vote holders including voting patterns at previous shareholders' meetings, its ability to direct the relevant activities of a company, including any significant operating and financial activities as well as the appointment of key management personnel, its ability to appoint the majority of the board of directors, and consideration of substantive rights of the other vote holders.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 2. Material accounting policies (cont'd)

### (c) Significant accounting judgments, estimates and assumptions (cont'd)

#### (ii) Estimates and assumptions

The preparation of the consolidated financial statements requires management to make estimates and assumptions that have an effect on the application of the accounting policies and on the reported amounts of assets, liabilities, revenues and expenses. Changes in accounting estimates are reported in the period of the change in estimate.

The key assumptions made in the financial statements concerning uncertainties at the reporting date and the critical estimates computed by the Group that may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### *Fair value of financial instruments*

When the fair values of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, their fair value is determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. The estimates include considerations of liquidity and model inputs related to items such as growth rates, operating margins, discount rates and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments in the statement of financial position and the level where the instruments are disclosed in the fair value hierarchy. The models are tested for validity by calibrating to prices from any observable current market transactions in the same instrument when available. To assess the significance of a particular input to the entire measurement, the Group performs sensitivity analysis or stress testing techniques. See also Notes 7 and 9.

## 3. Short-term bank deposits

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Restricted short-term deposits	93	90	—	—
Short-term bank deposits	921	—	921	—
	<u>1,014</u>	<u>90</u>	<u>921</u>	<u>—</u>

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 4. Accounts and other receivables

### Short-term

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Trade receivables <sup>(*)</sup>	70	144	526	261
Short-term receivables from the sale of ApiFix	–	1,544	–	1,544
Receivable from sale of Orthospin	–	153	–	128
Government authorities	1	26	1	25
Related Parties	326	95	6,197	6,197
Others	380	428	240	286
	<b>777</b>	<b>2,390</b>	<b>6,964</b>	<b>8,441</b>

### Long term

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Others	28	28	–	–
	<b>28</b>	<b>28</b>	<b>–</b>	<b>–</b>

<sup>(\*)</sup> Trade receivables are non-interest bearing and are generally on terms of 90 days. As of 31 December 2024, and 2023, trade receivables were neither past due nor impaired.

## 5. Short-term loans to portfolio companies

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
To Portfolio Companies – related parties <sup>(1)</sup>	119	119	17	116

<sup>(1)</sup> The loans bear interest of 4% per annum for the years ended 31 December 2024 and 2023.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 6. Property, plant and equipment, net

### Group

	Leasehold improvements \$'000	Office furniture and equipment \$'000	Computers and peripheral equipment \$'000	Total \$'000
<b>Cost</b>				
As at 1 January 2023	1,735	803	640	3,178
Additions	18	22	38	78
Disposals	–	(11)	(5)	(16)
As at 31 December 2023	1,753	814	673	3,240
Additions	–	2	25	27
Disposals	–	–	(16)	(16)
As at 31 December 2024	1,753	816	682	3,251
<b>Accumulated depreciation</b>				
As at 1 January 2023	1,360	413	557	2,330
Depreciation	109	57	59	225
Disposals	–	–	(1)	(1)
As at 31 December 2023	1,469	470	615	2,554
Depreciation	54	33	43	130
Disposals	–	–	(5)	(5)
As at 31 December 2024	1,523	503	653	2,679
<b>Depreciated cost</b>				
As at 31 December 2024	230	313	29	572
As at 31 December 2023	284	344	58	686

\* The property, plant and equipment are primarily located in Israel.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 6. Property, plant and equipment, net (cont'd)

### Company

	Leasehold improvements \$'000	Office furniture and equipment \$'000	Computers and peripheral equipment \$'000	Total \$'000
<b>Cost</b>				
As at 1 January 2023	937	310	449	1,696
Additions	18	2	20	40
Disposals	–	–	(1)	(1)
As at 31 December 2023	955	312	468	1,735
Additions	–	1	16	17
Disposals	–	–	(2)	(2)
As at 31 December 2024	955	313	482	1,750
<b>Accumulated depreciation</b>				
As at 1 January 2023	625	220	386	1,231
Depreciation	68	9	39	116
Disposals	–	–	(1)	(1)
As at 31 December 2023	693	229	424	1,346
Depreciation	53	6	29	88
Disposals	–	–	(2)	(2)
As at 31 December 2024	746	235	451	1,432
<b>Depreciated cost</b>				
As at 31 December 2024	209	78	31	318
As at 31 December 2023	262	83	44	389

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 7. Fair value measurement

- (a) The following table presents the fair value measurement hierarchy for the Group's investments and loans.

	Group							
	2024				2023			
	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<b>Financial assets</b>								
Investments in Portfolio								
Companies	—	—	66,101	66,101	—	—	66,409	66,409
Short-term bank deposits	1,014	—	—	1,014	90	—	—	90
	<u>1,014</u>	<u>—</u>	<u>66,101</u>	<u>67,115</u>	<u>90</u>	<u>—</u>	<u>66,409</u>	<u>66,499</u>
<b>Financial liabilities</b>								
Loan	—	—	423	423	—	—	342	342
Loans from IIA	—	—	2,212	2,212	—	—	2,258	2,258
	<u>—</u>	<u>—</u>	<u>2,635</u>	<u>2,635</u>	<u>—</u>	<u>—</u>	<u>2,600</u>	<u>2,600</u>
 <b>Company</b>								
2024								
Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000	
<b>Financial liabilities</b>								
Loan	—	—	423	423	—	—	342	342
Loans from IIA	—	—	1,065	1,065	—	—	1,169	1,169
	<u>—</u>	<u>—</u>	<u>1,488</u>	<u>1,488</u>	<u>—</u>	<u>—</u>	<u>1,511</u>	<u>1,511</u>

- (b) **Valuation process and techniques**

Valuations are the responsibility of the Group's management and the board of directors of the Company.

*Investment in privately held Portfolio Companies - Level 3*

The valuation of significant Portfolio Companies is performed by an external independent valuator.

The valuations are also subject to quality assurance procedures performed by Group's management. The Group's management verifies the major inputs applied in the latest valuation by comparing the information in the valuation computation to relevant documents and market information. In addition, the accuracy of the computation is tested. The latest valuation is also compared with the valuations of the two preceding annual periods. If fair value changes (positive or negative) are more than certain thresholds set, the changes are further considered by the Group's management.

The Group's management considers the appropriateness of the valuation methods and inputs and may request that alternative valuation methods are applied to support the valuation arising from the method chosen.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 7. Fair value measurement (cont'd)

### (c) General Overview of Valuation Approaches used in the Valuation

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

There are four valuation methodologies available which were used in the valuation of the Portfolio Companies: income approach, market approach, cost approach and option pricing model. A brief discussion of each methodology follows.

#### (i) Market Approach - Equity Transaction

The Market approach in estimating the value of holdings in the Company as of the Valuation Date based on the recent equity transaction in the Company according to the Share purchase agreement. Based on the Management's assessment, the Company's value reflecting from this transaction, is a good proxy its value as of the Valuation Date.

#### (ii) Market Comparable Approach

The market comparable approach examines either publicly traded companies or acquisitions of privately held companies within the same industry as the subject business entity. Market-derived multiples based on such measures as earnings, book value, cash flow and revenues are typically applied to the appropriate financial indicators of the subject entity to determine a range of total capital values for the business.

Companies might typically be considered comparable even though their product mixes or corporate sizes differ, so long as valuation ranges are rationalized in terms of relative financial performance and capital structure considerations such as:

- Historical and prospective growth;
- Absolute and relative profit margins and cost determinants;
- Capital structure (leverage);
- Liquidity

#### (iii) Cost Approach

The underlying premise when using the cost approach is that the book value or cost of an asset is equal to its fair value. Certain adjustments are made to assets on a case-by-case basis if this premise does not hold true. This approach is an important tool for determining the fair value of companies in a very preliminary development stage, particularly when reliable data relating to revenue forecasts are not available.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 7. Fair value measurement (cont'd)

### (c) General Overview of Valuation Approaches used in the Valuation (cont'd)

#### (iv) Option Pricing Model ("OPM")

The OPM is a generally accepted valuation model used in evaluating companies with different classes of shares. The OPM considers the various terms of the stockholder agreements that would affect the distributions to each class of equity upon a liquidity event, including the level of seniority among the securities, dividend policy, conversion ratios, and cash allocations. In addition, the method implicitly considers the effect of the liquidation preference as of the future liquidation date, not as of the valuation date. The OPM (or a related hybrid method) is the most appropriate method to use when specific future liquidity events are difficult to forecast.

Valuation technique	Significant unobservable inputs	Range (weighted average)		Sensitivity of the input to fair value	
		2024	2023		
		%	%		
Market Comparable Approach	Revenue Multiplier	1.60-4.16 (2.98)	1.29-4.61 (3.02)	Increase (decrease) in the revenue multiplier would result in increase (decrease) in fair value	
	Weighted average cost of capital (WACC)	25-40 (32)	25-50 (35)	Decrease (increase) in WACC rate would result in increase (decrease) in fair value	
Cost Approach	Weighted average cost of capital (WACC)	50-60 (54)	10-60 (35)	Decrease (increase) in WACC rate would result in increase (decrease) in fair value	
Loans from IIA	Black and Scholes formula for option pricing	Expected term (years) Expected volatility (annual) Risk free interest rate	– – –	5(5) 0.91(47) 1.2(1.2)	Increase (decrease) in the parameter would result in decrease (increase) in fair value
	Present value of the expected cash flows	Risk adjusted discount rate	9.9-10.2 (10.1)	10.7-11 (10.8)	

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 7. Fair value measurement (cont'd)

- (d) Reconciliation of fair value measurements that are categorized within Level 3 of the fair value hierarchy in financial instruments

	Group	
	Investment in Portfolio Companies	Loans from IIA
	\$'000	\$'000
As of 1 January 2023	89,777	(2,469)
Total gain (loss) recognized in profit or loss <sup>1)</sup>	(27,032)	355
Additions	3,664	(144)
As of 31 December 2023	66,409	(2,258)
Total gain (loss) recognized in profit or loss <sup>1)</sup>	(3,126)	—
Additions	2,818	46
As of 31 December 2024	66,101	(2,212)

<sup>1)</sup> Gains (loss) on investments in Portfolio Companies are recorded in "gain (loss) from change in fair value of investments in Portfolio Companies" and gains (loss) on loans from IIA are recorded in "Financial income (expenses)".

## 8. Investment in subsidiaries of the funds managed by the group

The Group holds 50% in Maryland Israel/Trendlines Fund GP LLC ("GP"), which is the general partner of Maryland Israel/Trendlines Fund LP ("MITF"), a venture capital fund of approximately \$4,300 of committed capital raised from various limited partners. MITF does not pay management fees. The GP is entitled to receive 20% of MITF's net profit (the "20% carry"), to be paid only after the limited partners' capital is paid back by way of distributions by MITF to its limited partners. As of 31 December 2024, MITF has not yet reached the value or realization that would entitle the GP to receive the 20% carry.

In November 2019, the Group announced the first close of a fundraising round for its new Trendlines Agrifood Fund Pte Ltd. (the "Fund") with Trendlines Venture Holdings as a GP, together with the beginning of operations of the Trendlines Agrifood Innovation Centre in Singapore ("AFIC"). As of 31 December 2024, the investors committed to invest approximately \$18,430 in redeemable shares of the Fund. As of the date of the approval of the financial statements, the Fund had called and received \$15,375 (2023: \$14,514).

AFIC as the fund manager has responsibility for identifying and sourcing investments for the Fund. As of 31 December 2024, the Fund has invested in nine companies, three of which are also held by the Group as portfolio companies (Including one company that was written off during 2023), in which AFIC holds less than 10%. AFIC is entitled to 2% of the committed amount as a management fee. The management fee is recorded in other income in profit and loss for the years ended 31 December 2024 and 2023 is \$369 and \$369, respectively. The GP will receive a 20% carried interest from the profits of the Fund after full repayment of the initial investments of the fund investors and a hurdle interest of 6%. As of 31 December 2024, the GP is not entitled to any carried interest from the Fund.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 8. Investment in subsidiaries of the funds managed by the group (cont'd)

The Bayer Trendlines Ag Innovation Fund ("Bayer Fund") with AgFund GP as the GP – as of 31 December 2024, The Bayer Fund invested in 4 companies (simultaneously with the investment and or establishment of the same 4 companies as part of our portfolio companies). The Bayer Fund does not pay management fees (except for participation in part of the salary of one employee), did not dispose of any of its holdings and has not yet reached the value or realization that would entitle the GP to receive the 20% carry.

Name of company (Country of incorporation and place of business)	Principal activities	Proportion of ownership interest	
		2024 %	2023 %
InterVaal Pte Ltd	Reduced catheter-associated urinary tract infections	91.53	91.53
Continale Medical Pte Ltd	Device to alleviate stress urinary incontinence	93.05	93.05
Avir Medical Pte Ltd	Endotracheal tube reduces ventilator-associated pneumonia	*)	*)
Medulla Pro Technology Pte Ltd	Ultrasound-guided imaging for lumbar puncture	70.11	84.43
Ayzer Sense Technology Pte Ltd	Body pressure redistributor prevents pressure ulcers	66.34	77.63
Endosiq Technology Pte Ltd	Proprietary software to analyze real-time images of the bladder	83.10	83.10
Szone Medical Pte Ltd	Noninvasive hydration device	86.03	86.03
NICE Surgical Solutions Pte. Ltd.	Tools for more efficient intracorporeal colorectal anastomosis	81.62	81.62
Occutrack Medical Solutions Pte. Ltd.	Monitoring conditions that lead to deteriorating visual acuity	81.42	81.42
Nasotrax Medical Pte. Ltd.	Nasogastric tube safety system	70.46	81.07
STEP Surgical Solutions Pte. Ltd.	Fluid-operated tacker and cutting instrument	83.00	83.00
Dermucut Medical Pte. Ltd.	Solution to improve scar revision outcomes	89.77	89.77
Tendonplus Medical Pte. Ltd.	Preventing sutures from cutting into the tendon to reduce post-surgery rotator cuff failure	86.06	86.06

<sup>†</sup> the company was liquidated during 2023.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 9. Investments in portfolio companies

### (a) Information on Portfolio Companies

The following is the number of Portfolio Companies and fair value:

	2024		2023	
	Fair value \$'000	Number of Companies	Fair value \$'000	Number of Companies
Companies in Incubation Period	6,103	6	6,549	7
Incubator Graduate Companies	58,763	26	58,110	26
Other Portfolio Companies	1,235	3	1,750	4
	66,101	35	66,409	37

### (b) Sale transactions

In April 2020, ApiFix Ltd., a Portfolio Company held by the Group was acquired by Nasdaq-traded OrthoPediatrics Corp. During 2020 – 2022 the Group received \$12,306 and \$4,200 from the exit of ApiFix in 2023 and 2024.

## 10. Leases

### (a) Lease extension options

The Group has leases that include extension options. These options provide flexibility in managing the leased assets and align with the Company's business needs.

The Group exercises significant judgement in deciding whether it is reasonably certain that the extension options will be exercised.

In leases of office space, the Group generally includes in the lease term the exercise of extension options existing in the lease agreements. In these leases, the Group usually exercises the extension option to avoid a significant adverse impact to its operating activities in the event that an alternative asset is not available immediately upon termination of the noncancelable lease period.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 10. Leases (cont'd)

### (b) Right-of-use assets

The Group leased their premises and vehicles for various periods, the latest of which ends in 2028. The underlining leased assets are primarily located in Israel.

	\$'000
<b>Right-of-use assets</b>	
<b>Cost</b>	
Balance as of 1 January 2023	4,414
Additions	826
Disposals	<u>(772)</u>
Balance as of 31 December 2023	4,468
Additions	119
Disposals	<u>—</u>
Balance as of 31 December 2024	<u>4,587</u>
<b>Accumulated depreciation</b>	
Balance as of 1 January 2023	2,356
Depreciation charge	547
Disposals	<u>(675)</u>
Balance as of 31 December 2023	2,228
Depreciation charge	594
Disposals	<u>—</u>
Balance as of 31 December 2024	<u>2,822</u>
<b>Cost, net accumulated depreciation</b>	
At 31 December 2023	<u>2,240</u>
At 31 December 2024	<u>1,765</u>

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 10. Leases (cont'd)

### (c) Statement of comprehensive income

The following items have been included in arriving at profit before taxation:

	\$'000
<b>2024</b>	
Depreciation of right-of-use asset	594
Interest expense on lease liabilities	137
Total amount recognized in profit or loss	<u>457</u>
<b>2023</b>	
Depreciation of right-of-use asset	547
Interest expense on lease liabilities	81
Total amount recognized in profit or loss	<u>466</u>

### (d) Total cash outflows:

The Group had total cash outflows for leases of US\$594 (US\$548 as of 31 December 2023) during the financial year.

- (e) The Group subleased its leased space to its portfolio companies and recognized US\$20 as short-term receivables and US\$9 as long-term receivables.
- (f) For an analysis of maturity dates of lease liabilities, see Note 14(a).

## 11. Short-term loans

During November 2022, Agriline Limited ("Agriline"), a related party, agreed to grant a loan in the principal amount of up to \$700 (the "Loan") to the Group, for the purpose of financing a part of the Group's participation in the Series C fund-raising round of Vensica Medical Ltd. ("Vensica"), a portfolio company of the Group. As of 31 December 2023 and 2024, the Group received a loan amount of \$233. The Loan bears a fixed annual interest rate of 7%. As a security for the Loan, the Group has (a) placed a first ranking fixed pledge and charge, in favor of Agriline, over the 30,887 shares of Vensica purchased with the Loan proceeds (the "Pledged Shares"). In addition, under the Loan Agreement, in consideration of Agriline waiving the Group's payment obligation of the Loan and all accrued interest until an Exit Event (as defined in the Loan agreement), the Group had agreed to pay to Agriline 20% of the profits (if any) that the Group has made on the Pledged Shares pursuant to the Exit Event (based on the investment amount of \$700 being the principal amount of the Loan), but which shall in aggregate be capped at \$4,500 (the "Additional Maximum Payment"). For the avoidance of any doubt, in the event the Group does not make any profit on the Pledged Shares pursuant to the Exit Event, there is no obligation of the Group to make the Additional Maximum Payment to Agriline. As of 31 December 2024, the fair value of the loan is \$423. (\$342 as of 31 December 2023).

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 12. Trade and other payables

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Trade payables	266	182	269	181
Employees and payroll accruals	145	258	99	195
Accrued vacation pay	150	317	98	240
Accrued expenses	2,142	2,237	338	460
Other payables	449	154	55	121
	<u>3,152</u>	<u>3,148</u>	<u>859</u>	<u>1,197</u>

## 13. Loans from the Israel innovation authority

Composition of Loans from the IIA:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Old 8.3 Loans (see Note 16(a)(iv))	—	135	—	135
Operation Loans (see Note 16(a)(v))	2,212	2,123	1,065	1,034
	<u>2,212</u>	<u>2,258</u>	<u>1,065</u>	<u>1,169</u>

## 14. Financial instruments

### (a) Financial risk management objectives and policies

The Group's activities expose it to various financial risks such as market risk, foreign currency risk, credit risk and liquidity risk. The Group focuses on activities that reduce to a minimum any possible adverse effect on the Group's financial performance.

The Group's senior management is updating the audit committee and the board on those risks periodically, those risks are measured and managed in accordance with the Group's policies and objectives. All derivative activities for risk management purposes are carried out by the finance team that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board reviews and approves the policies for each of the risks summarized below.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 14. Financial instruments (cont'd)

### (a) Financial risk management objectives and policies (cont'd)

#### Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the Group comprises principally foreign currency risk. Financial instruments affected by market risk include, among others, cash and cash equivalents and lease liabilities.

#### Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in foreign currency exchange rates.

The Group's exposure to foreign currency risk relates primarily to cash and cash equivalents, lease liabilities and to certain operating expenses denominated in New Israel Shekel (NIS).

As of 31 December 2024, the Group has financial assets consisted mainly of cash and cash equivalents in NIS totaling approximately \$1,054 (approximately \$1,666 as of 31 December 2023). The exposure to foreign currency risk arising from lease liabilities is insignificant.

#### *Foreign currency sensitivity analysis:*

The following table demonstrates the sensitivity test to a reasonably possible change in NIS in relation to the US \$ exchange rate, with all other variables held constant.

	Change in NIS rate	Effect on income before taxes	\$'000
2024	5% (5%)	53 (53)	53 (53)
2023	5% (5%)	83 (83)	83 (83)

#### Credit risk

Credit risk is the risk that a counterparty will not meet its obligations as a customer or under a financial instrument leading to a loss to the Group. The Group is exposed to credit risk primarily from its cash and deposits with banks, accounts and other receivables and short term loans to portfolio companies.

Credit risk from balances with banks is managed by the Group's management in accordance with the Group's policy. Investments of funds are made only with high credit-quality institutions.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 14. Financial instruments (cont'd)

### (a) Financial risk management objectives and policies (cont'd)

#### Liquidity risk

The table below presents the maturity profile of the Group's financial liabilities and lease liabilities based on contractual undiscounted payments:

#### Group

As of 31 December 2024

	Less than one year \$'000	1 to 2 years \$'000	2 to 3 years \$'000	3 to 4 years \$'000	4 to 5 Years \$'000	> 5 years \$'000	Total \$'000
Trade and other payables	3,152	—	—	—	—	—	3,152
Short term loans	423	—	—	—	—	—	423
Lease liability	304	382	320	510	—	—	1,516
Other long-term liabilities	—	—	—	—	—	15	15
Loans from IIA <sup>1)</sup>	—	717	717	778	—	—	2,212
	<b>3,879</b>	<b>1,099</b>	<b>1,037</b>	<b>1,288</b>	<b>—</b>	<b>15</b>	<b>7,318</b>

As of 31 December 2023

	Less than one year \$'000	1 to 2 years \$'000	2 to 3 years \$'000	3 to 4 years \$'000	4 to 5 Years \$'000	> 5 years \$'000	Total \$'000
Trade and other payables	3,148	—	—	—	—	—	3,148
Short term loans	342	—	—	—	—	—	342
Lease liability	602	504	468	314	304	—	2,192
Other long-term liabilities	—	—	—	—	—	220	220
Loans from IIA <sup>1)</sup>	11,565	1,696	—	725	3,826	—	17,812
	<b>15,657</b>	<b>2,200</b>	<b>468</b>	<b>1,039</b>	<b>4,130</b>	<b>220</b>	<b>23,714</b>

<sup>1)</sup> The amounts presented represent the full liability based on the principal amounts and accrued interest.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 14. Financial instruments (cont'd)

### (a) Financial risk management objectives and policies (cont'd)

#### Liquidity risk (cont'd)

##### Company

As of 31 December 2024

	Less than one year \$'000	1 to 2 years \$'000	2 to 3 years \$'000	3 to 4 years \$'000	4 to 5 Years \$'000	> 5 years \$'000	Total \$'000
Trade and other payables	859	—	—	—	—	—	859
Short term loan	423	—	—	—	—	—	423
Lease liability	118	157	157	156	—	—	588
Loans from IIA <sup>1)</sup>	—	337	337	391	—	—	1,065
	<b>1,400</b>	<b>494</b>	<b>494</b>	<b>547</b>	<b>—</b>	<b>—</b>	<b>2,935</b>

As of 31 December 2023

	Less than one year \$'000	1 to 2 years \$'000	2 to 3 years \$'000	3 to 4 years \$'000	4 to 5 Years \$'000	> 5 years \$'000	Total \$'000
Trade and other payables	1,197	—	—	—	—	—	1,197
Short term loan	342	—	—	—	—	—	342
Lease liability	329	275	239	202	405	—	1,450
Other long-term liabilities	—	—	—	—	—	206	206
Loans from IIA <sup>1)</sup>	3,267	628	—	—	1,814	—	5,709
	<b>5,135</b>	<b>903</b>	<b>239</b>	<b>202</b>	<b>2,219</b>	<b>206</b>	<b>8,904</b>

<sup>1)</sup> The amounts presented represent the full liability based on the principal amounts and accrued interest.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 14. Financial instruments (cont'd)

### (a) Financial risk management objectives and policies (cont'd)

#### Liquidity risk (cont'd)

##### Changes in liabilities arising from financing activities

	Lease liability \$'000	Loans from IIA \$'000	Loans \$'000
Balance as of 1 January 2024	2,044	2,258	342
Additions	119	16	—
Repayments	(479)	—	—
Effect of changes in exchange rates and interest	(137)	(13)	—
Effect of changes in fair value	(31)	(49)	81
Balance as of 31 December 2024	<u>1,516</u>	<u>2,212</u>	<u>423</u>
Balance as of 1 January 2023	2,093	2,469	292
Additions	826	144	—
Repayments	(548)	—	—
Effect of changes in exchange rates and interest	(327)	(78)	—
Effect of changes in fair value	—	(277)	50
Balance as of 31 December 2023	<u>2,044</u>	<u>2,258</u>	<u>342</u>

#### **Carrying amounts as presented**

	2024 \$'000	2023 \$'000
<b>Lease liability</b>		
Current	304	410
Non-current	1,212	1,634
Total	<u>1,516</u>	<u>2,044</u>

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 14. Financial instruments (cont'd)

### (b) Fair value

Management believes that the carrying amount of short-term deposits, short-term loans, accounts and other receivables, and trade and other payables approximate their fair value due to the short-term maturities of these instruments.

### (c) Cash flow Hedging activities and derivatives

Derivatives designated as hedging instruments reflect the change in fair value of foreign exchange forward contracts, designated as cash flow hedges to hedge highly probable future expenses in NIS. The changes in the fair value of the hedging instruments are measured through OCI, as the Group assesses them as effective.

## 15. Taxes on income

### (a) Tax rates applicable to the Group

The Israeli corporate tax rate is 23% in 2024 and 2023.

### (b) Final tax assessments

The Company and its Subsidiaries in Israel have not received final tax assessments since their incorporation, however, self-assessments are deemed final through 2018 tax year.

### (c) Carry-forward losses for tax purposes

Carry-forward operating tax losses as of 31 December 2024 of the Company and the Israeli subsidiaries total approximately \$74,608 (2023: \$66,724). There is no expiration date for the utilization of the carry-forward losses. Deferred tax asset in respect of carry forward losses has been recognized up to the amount of the deferred tax liability recognized.

There are no carry-forward losses for Singapore subsidiaries as of 31 December 2024.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 15. Taxes on income (cont'd)

### (d) Deferred taxes

	Statements of financial position				Statements of profit or loss	
	Group		Company		2024 \$'000	2023 \$'000
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000		
Deferred tax liabilities:						
Investment in Portfolio						
Companies at fair value	7,715	6,903	4,377	4,820	813	(4,513)
Loans from IIA	3,181	2,981	511	448	200	131
	<u>10,896</u>	<u>9,884</u>	<u>4,888</u>	<u>5,268</u>	<u>1,013</u>	<u>(4,382)</u>
Deferred tax assets:						
Carry-forward tax losses	10,680	9,462	4,888	5,268	(1,219)	3,724
Deferred revenues	–	204	–	–	204	596
Other	216	218	–	–	2	62
	<u>10,896</u>	<u>9,884</u>	<u>4,888</u>	<u>5,268</u>	<u>(1,013)</u>	<u>4,382</u>
Deferred tax (benefit)						
Deferred tax liabilities, net	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>

The deferred taxes are computed at the tax rate of 23% based on the tax rates that are expected to apply upon realization.

The Group offsets tax assets and tax liabilities if and only if it has a legally enforceable right to set off current tax assets and liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority. Carry-forward tax losses are recognized only to the amount of deferred tax liabilities as of 31 December 2024.

Deferred tax assets have not been recognized in respect of some of these tax losses as they may not be used to offset taxable profits elsewhere in the Group and management had determined that it was not probable that such tax losses may be utilized due to recent history of tax losses. If the Group were able to recognize all unrecognized deferred tax assets, the loss would decrease significantly. Tax losses are subject to agreement from tax authorities.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 15. Taxes on income (cont'd)

### (e) Theoretical tax

The reconciliation between the tax expense, assuming that all the income, expenses, gains and losses in profit or loss were taxed at the statutory tax rate and the taxes on income recorded in profit or loss is as follows:

	2024 \$'000	2023 \$'000
Loss before income taxes	(10,199)	(34,721)
Statutory tax rate	23%	23%
Tax computed at the statutory tax rate	(2,346)	(7,986)
Increase (decrease) in taxes on income resulting from the following:		
Increase in unrecognized tax losses	450	1,302
Differences in measurement basis	1,918	6,718
Non-deductible expenses for tax purposes	44	(53)
Other	(66)	19
Tax benefit	—	—

## 16. Commitments, pledges and contingent liabilities

### (a) Agtech - Incubator operating under the IIA Regulations

#### (i) The Israeli Research and Development Law

The IIA is responsible for implementing the Israeli government's policy of encouraging and supporting industrial research and development in Israel through the R&D Law. Any entity receiving funding from the IIA is subject to the Israeli Law for Encouragement of Industrial Research and Development, 5744-1984 (the "R&D Law").

The IIA provides a variety of support programs within the framework of directives issued by the Director-General of the Israeli Ministry of Economy. Under the R&D Law, R&D projects that meet certain specified criteria and are approved by the IIA designated committee are eligible for grants.

In most of the IIA sponsored programs the recipient company repays the grants through royalty payments from revenues generated by the sale of products and/or services developed in the framework of the approved R&D program. Royalties are payable to the IIA in order to cover the amount of the grant, and are repaid with interest at the LIBOR rate, as prescribed under the R&D Law.

The R&D Law places strict constraints on the transfer of know-how and/or manufacturing rights, and all such transfers are subject to the absolute discretion of an IIA designated committee. Any such transfers require prior written approval of such committee and may entail additional payment at the discretion of the IIA.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 16. Commitments, pledges and contingent liabilities (cont'd)

### (a) Agtech - Incubator operating under the IIA Regulations (cont'd)

#### (ii) Incubator Activity Under Track Benefit No. 3

The key material provisions of Track Benefit No. 3 are as follows:

Government funding is granted directly to the Portfolio Companies and not as a loan to the Incubator (as with Old Directive 8.3) in an amount equal to 85% of the approved budget.

The Incubator is required to invest the supplementary funding (15% of the approved budget), in the Portfolio Company in exchange for shares in the Portfolio Companies.

Repayment of the grants by the Portfolio Companies is through royalties from sales of the Portfolio Companies, according to the R&D Law and the related regulations (see Note 16(a)(i)).

Typically, the approved budget per new Portfolio Company that operates in the Incubator program is approximately NIS 2,000 (approximately \$571). As The incubator is a Peripheral Incubator, the Portfolio Company is entitled to a higher budget of NIS 2,500 (approximately \$714), in the Agtech field and on medical device projects, of NIS 3,000-3,500 (approximately \$857-\$1,000).

The Incubator is obligated to fund the fixed operating costs of each Incubator in an amount equivalent to 15% of the project budget.

In exchange for its investment, for the funds brought by the Incubator from the IIA, and for support, the incubator can receive up to 50% equity in a Portfolio Company, (and up to 85% for a Portfolio Company based on a technology licensed from a research institution).

#### (iii) Incubator Obligations and Rights Related to Portfolio Companies under Old Directive No. 8.3

Under Old Directive 8.3, the IIA provided the Trendlines Incubators with a loan of up to 85% of the approved budget per Portfolio Company (the "government funding") for investment in each Portfolio Company.

In addition, the Trendlines Incubators invested the 15% supplementary funding in each Portfolio Company.

In exchange for the government funding and for financing the Portfolio Companies, the Trendlines Incubators received 25% - 65% of the share capital of each Portfolio Company.

Additionally, in exchange for financing the overhead operation expenses of the Trendlines Incubators, the Trendlines Incubators received up to 5% of the shares of each Portfolio Company admitted into the Incubator ("Operating Shares").

The IIA has a first lien over 50% of these operating shares as security for the operations loans received (see Note 16(a)(vi) below).

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 16. Commitments, pledges and contingent liabilities (cont'd)

### (a) Agtech - Incubator operating under the IIA Regulations (cont'd)

#### (iv) Return of IIA Loans for Portfolio Companies by Trendlines Incubators Under Old Directive 8.3

The terms of the loans which were granted to the Trendlines Incubators for Portfolio Companies according to the Old Directive 8.3 are:

- (a) Upon sale of shares of a Portfolio Company, the Incubator Companies will repay the State of Israel at least 25% of the consideration received or the balance of the loan for the Portfolio Company if it is lower.
- (b) Upon receipt of dividends from Portfolio Companies, the Incubator Companies will repay the State of Israel at least 25% of the dividend or the balance of the loan for the Portfolio Company if it is lower.
- (c) The Incubator Companies shall repay the loan plus interest as set out by the "Adjudication of Interest and Linkage Law - 1961" four years following the end of the incubator period of the Portfolio Company ("Repayment Date"), except for the following:
  - (i) A loan Repayment Date may be extended annually by an additional year, to the later of (1) 31 December 2014 or (2) eight years following the end of the incubator period of the Portfolio Company.
  - (ii) In consideration for prolonging the Repayment Dates of loans when their Repayment Dates are up to 31 December of a certain year, the Incubator Companies shall pay the State of Israel, until March 1 of the following year, 1% of the balance of those loans, but not to exceed NIS 200 (approximately \$55) linked to the Consumer Price of July 2011.

In the event that the loans are not repaid as mentioned above, the IIA will have the right to exercise the lien on the pledged shares of the Portfolio Company in order to settle the balance of the Government Funding for the Portfolio Company (see Note 16(a)(v) below).

#### (v) Return of Loans for Incubator Operations

Through its franchise period, Agtech which was situated in a national priority region, had benefits from its status of Peripheral Incubator. For the purpose of operating loans, Agtech was entitled to a loan for each year of activity in an amount not to exceed approximately \$175.

The Operations Loans will be returned to the State as follows:

- (a) Operations Loans that were granted under Track Benefit No. 3 - the incubator will repay 25% of the proceeds from the sale of shares of a Portfolio Company or dividend received from the Portfolio Companies, until the Operations Loan is repaid in full, including interest.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 16. Commitments, pledges and contingent liabilities (cont'd)

### (a) Agtech - Incubator operating under the IIA Regulations (cont'd)

#### (v) Return of Loans for Incubator Operations (cont'd)

(b) Operations Loans that were received under Old Directive 8.3, before January 2011 - the incubator will repay the loans to the IIA upon the earlier of the following dates:

(a) After seven years from the start of the agreement period (i.e., 1 September 2017).

(b) Upon the sale of shares of a Portfolio Company that was established during the agreement period, the incubator will repay the Operations Loan from proceeds from the sale of the Operating Shares of such sale, until full repayment of the Operations Loan, including interest.

(c) In the case where the incubator does not return the Operations Loan within the period specified by the State, the State may exercise its lien on the Operating Shares to receive shares in the Portfolio Company. As of 31 December 2023 and 31 December 2024, the State has not exercised its lien over the Operating Shares. See Note 16(a)(vi) for description of the liens.

#### (vi) Incubator Activity under Directive No. 8.2

The Trendlines Incubators functioned as non-profit entities until 31 August 2007. Under Directive 8.2 the IIA committed a grant of up to 100% of the approved budgetary finance for the operation of each Incubator.

In the event that the Incubator sells its shares in the Portfolio Companies (admitted under Directive 8.2), the Incubator will refund 25% of its consideration from the sale of the said Portfolio Company shares to the Israeli government, not to exceed the amount of the Israeli government Grant for each Incubator.

The balance of the proceeds of the sale must be invested in the Incubator for the purpose of increasing its operating budget, including investments in Portfolio Companies.

### (b) Other

In January 2023, a claim was filed against the Group and others in the amount of NIS 203 (approximately \$56), claiming that the Company was committed to pay supplementary payments every quarter.

According to our legal assessment, the likelihood of imposing the Company to pay supplementary payments every quarter is considered to be remote.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 17. Equity

### (a) Composition of Equity

	Authorized	2024		2023	
		Issued and outstanding	Number of shares \$'000	Authorized	Issued and outstanding
Ordinary shares NIS 0.01 par value					
At beginning of the year	1,500,000,000	960,110,294	96,420	1,500,000,000	875,650,838
Issuance during the year	–	131,943,768	5,909	–	84,459,456
At end of the year	<u>1,500,000,000</u>	<u>1,092,054,062</u>	<u>102,329</u>	<u>1,500,000,000</u>	<u>960,110,294</u>

During January 2023, the Group entered into subscription agreements to raise approximately S\$20.3 million (approximately US\$15,000). Trendlines intends to issue 168,918,912 new Ordinary shares at an issue price of S\$0.12 per share through the Proposed Subscription. Payment by the Subscribers will be made in eight (8) equal tranches based on the aggregate number of Ordinary Shares allocated to each Subscriber.

During 2023 and 2024 the Company's share capital increased 84,459,456 shares. The shares were issued for a total consideration of US\$7.47 million (US\$7.5 million net of issuances cost of US\$0.03 million).

During May 2024, The Company had issued and allotted 64,714,113 new ordinary shares of the Company, at an issue price of S\$0.06 per share which raised net proceeds of approximately S\$3.7 million (approximately US\$2.8 million at an exchange rate of US\$0.75 = S\$1.00) (the "2024 Rights Issue"). The expenses for the 2024 Rights Issue were approximately S\$150K (approximately US\$113K).

During November 2024, the Company's share capital increased pursuant to a proposed subscription. The Company had issued and allotted 67,229,655 new ordinary shares of the Company, at an issue price of S\$0.06 per share which raised net proceeds of approximately S\$4.0 million (approximately US\$3.0 million at an exchange rate of US\$0.75 = S\$1.00) (the "2024 PROPOSED SUBSCRIPTION"). The expenses for the 2024 proposed subscription were approximately S\$150K (approximately US\$113K).

### (b) Capital management

The Company's objectives for managing capital are:

- To preserve the Group's ability to ensure business continuity thereby creating a return for the shareholders, investors and other interested parties.
- To maintain risk-free financial leverage.
- The Company is not subject to any externals (regulations or others) instruction on capital preservation.
- No changes were made in the objectives, policies or processes during the years ended 31 December 2024 and 2023.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 18. Share-based payment

### (a) Expenses recognized in the financial statements

The expense in respect of equity-settled share-based payment plans recognized in the financial statements is shown in the following table:

	2024 \$'000	2023 \$'000
Operating, general and administrative expenses	131	316
R&D expenses	(62)	42
	<u>69</u>	<u>358</u>

### (b) Employees Stock Option Plan

In 2011, the Group adopted the Trendlines Group Ltd. 2011 Global Incentive Option Plan (the “2011 Plan”).

Under the 2011 Plan, options may be granted to the Group’s officers, directors, employees and consultants. The number of Ordinary shares authorized for issuance under the 2011 Plan amount to 53,125,664. In addition, following the adoption of the 2015 Plan, no new options shall be granted under the 2011 Plan, and no additional Ordinary shares shall be reserved for issuance under the 2011 Plan.

Under the 2011 Plan, the grantee may exercise its options to acquire Ordinary shares at an exercise price as determined by the board of directors at the grant date.

On 11 November 2015, a Special General Meeting of Shareholders approved adoption of The Trendlines 2015 Share Option Plan and the Sub-Plan (the “2015 Plan”).

Under this plan at all times until the expiration or termination of the Plan the Company should keep reserved a sufficient number of Shares to meet the requirements of the Plan (the “Option Pool”). Any of such Shares which, as of the expiration or termination of the Plan, remain unissued and not subject to outstanding Options, shall at such time cease to be reserved for the purposes of the Plan. Should any Option for any reason expire or be cancelled prior to its exercise or relinquishment in full, such Option may be returned to the pool of Options and may again be granted under the Plan. The aggregate number of Shares reserved as Option Pool in respect of all Options granted under the Plan available to Plan Controlling Shareholders or Associates of the Company’s Plan Controlling Shareholders (including adjustments made in accordance with Section 12 of the Plan) shall not exceed 5% of the Shares available under the Plan. The number of Shares reserved as Option Pool in respect of all Options granted under the Plan available to each Plan Controlling Shareholder or Associate of our Plan Controlling Shareholder (including adjustments made in accordance with Section 12 of the Plan) shall also not exceed 1% of the Shares available under the Plan.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 18. Share-based payment (cont'd)

### (b) Employees Stock Option Plan (cont'd)

The Exercise Price for each Grantee shall be as determined by a Committee appointed by the Board (the "Committee"). The Committee specified in the applicable Option Agreement; provided, that: (i) unless otherwise determined by the Committee (which determination shall not require shareholder approval, unless so required in order to comply with the provisions of applicable Mandatory Law (including, for the avoidance of doubt, the Listing Manual)), the Exercise Price shall be the Fair Market Value of the Shares on the Date of Grant ("Fair Market Value Option"); and (ii) where the Exercise Price is set at a discount to the Fair Market Value of the Shares, the maximum discount shall not exceed 20% of the Fair Market Value of the Shares (or such other percentage or amount as may be determined by the Committee and permitted by the Sponsor or (if required) any other stock exchange on which the Shares are quoted ("Discounted Option").

Fair Market Value Options may be exercised after the first anniversary of the Date of Grant of that Option while Discounted Options may only be exercised after the second anniversary from the Date of Grant of the Option ("Cliff Period"). Unless otherwise determined by the Committee with respect to any specific Grantee and/or to any specific grant following the Cliff Period, the options shall vest upon the lapse of each full additional one (1) month thereafter of the Grantee's continuous service thereafter, until all the Options vested (that is, 100% of the grant will be vested after three (3) years). Unexercised Options shall expire and terminate and become null and void upon the lapse of 10 years from the Date of Grant.

On 18 April 2024, the Company's board of directors approved the grant of 18,000,000 options to purchase 18,000,000 Ordinary shares of the Company to manager of the Company at an exercise price of S\$0.079 (approximately \$0.06) per share. The grant date fair value of the options in the amount of \$777 (approximately \$0.043 per unit) was determined using the binomial option pricing model.

On 6 June 2023, the Company's board of directors approved the grant of 3,535,000 options to purchase 3,535,000 Ordinary shares of the Company to directors of the Company at an exercise price of S\$0.097 (approximately \$0.07) per share. The grant date fair value of the options in the amount of \$158 (approximately \$0.043 per unit) was determined using the binomial option pricing model.

On 3 February 2023, the Company's board of directors approved the grant of 2,250,000 options to purchase 2,250,000 Ordinary shares of the Company to directors of the Company at an exercise price of S\$0.096 (approximately \$0.07) per share. The grant date fair value of the options in the amount of \$104 (approximately \$0.046 per unit) was determined using the binomial option pricing model.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 18. Share-based payment (cont'd)

### (b) Employees Stock Option Plan (cont'd)

The fair value for options granted during 2024 and 2023 was estimated using the binomial option pricing model with the following assumptions:

	2024	2023
Share price	0.06	0.07
Dividend yield (%)	—	—
Expected volatility of the share price (%)	34-46	34-35
Risk-free interest rate (%)	3.50-3.22	2.74-3.56
Expected life of share options (years)	10	10

### (c) Movement during the Year

The following table lists the number of share options and the weighted average exercise prices of share options in employee option plans:

	Number of options	2024		2023	
		Weighted average exercise price	U.S dollars	Number of options	Weighted average exercise price
Options outstanding at beginning of year		86,058,747	0.10	81,398,749	0.10
Issuance of options during the year		18,000,000	0.06	5,785,000	0.07
Options expired and forfeited during the year		(56,292,660)	0.09	(1,125,002)	0.08
Options outstanding at end of year		<u>47,766,087</u>	<u>0.09</u>	<u>86,058,747</u>	<u>0.10</u>
Options exercisable at end of year		<u>28,349,406</u>	<u>0.10</u>	<u>69,742,087</u>	<u>0.10</u>

- (d) The weighted average remaining contractual life for the share options outstanding as of 31 December 2024 was 7.65 years (as of 31 December 2023 - 6.89 years).
- (e) The range of exercise prices for share options outstanding as of 31 December 2024 and 31 December 2023, was \$0.07 - \$0.24.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 19. Selected statements of operations data

### (a) Operating general and administrative expenses

	2024 \$'000	2023 \$'000
Salaries and related expenses	3,445	5,289
Share-based payment	69	358
Professional services	1,877	1,562 <sup>*)</sup>
Consulting	543	406 <sup>*)</sup>
Communications and offices	410	511 <sup>*)</sup>
Vehicle expenses	345	160 <sup>*)</sup>
Travel abroad	242	279
Depreciation	901	772
Miscellaneous	294	44 <sup>*)</sup>
Misappropriation <sup>**)</sup>	1,289	811 <sup>*)</sup>
Less - grants received from ESG	(758)	(366)
	<hr/>	<hr/>
	8,657	9,826

<sup>\*)</sup> reclassified

<sup>\*\*) Misappropriation of Funds</sup>

On 2 January 2025, the Company announced on the SGX-ST that based on preliminary investigations, an employee was potentially involved in suspected misappropriation of funds from the accounts of its Singapore subsidiary, Trendlines Agrifood Innovation Centre Pte. Ltd ("AFIC").

The Company subsequently engaged an external investigator and its internal auditor to examine and provide the Company with a report regarding its findings and recommendations.

Based on the reports, the findings are as follows:

- a) the employee involved in the Suspected Misappropriations was the Chief Executive Officer/Director of AFIC and Director of the Trendlines Agrifood ("Fund") Fund during the Period (FY2023 & FY 2024) ("employee"); and
- b) the total suspected misappropriations for the Period of Review is USD2.1million.

The employee had fraudulently transferred funds received from one of its portfolio companies and the Fund as well as monies in the subsidiary bank account to his personal bank account and other digital wallets. Based on legal advice and results of investigation, the misappropriated amounts had been charged to the income statements.

### (b) R&D expenses, net

	2024 \$'000	2023 \$'000
Salaries and related expenses	299	821
Subcontractors and materials	476	1,581
Others	40	143
Less - grants received from ESG	(342)	(859)
	<hr/>	<hr/>
	473	1,686

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 19. Selected statements of operations data (cont'd)

### (c) Financial expenses

	2024 \$'000	2023 \$'000
Exchange rate differences	108	852
Financial expenses from revaluation of loans from the IIA	43	22
Commissions and interest, net	23	20
Financial expense related to Contingent consideration from sale of ApiFix (see Note 9(b))	(61)	905
Other financial expenses	294	242
	<u>407</u>	<u>2,041</u>

### (d) Financial income

	2024 \$'000	2023 \$'000
Interest on deposits, net	—	183
Commissions and interest, net	—	116
Exchange rate differences, net Expenses	16	61
Financial income from revaluation of loans from the IIA	101	596
Other financial income	397	291
	<u>514</u>	<u>1,247</u>

## 20. Net income (loss) per share

### (a) Details of the number of shares and income used in the computation of earnings per share:

	2024	2023		
	Weighted number of shares '000	Net loss attributable to equity holders of the Company \$'000	Weighted number of shares '000	Net loss attributable to equity holders of the Company \$'000
For the computation of basic net earnings	1,007,758	(9,425)	922,418	(33,995)
Effect of potential dilutive Ordinary shares	—	—	—	—
For the computation of diluted net earnings	<u>1,007,758</u>	<u>(9,425)</u>	<u>922,418</u>	<u>(33,995)</u>

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 20. Net income (loss) per share (cont'd)

- (b) For the computation of diluted net earnings per share for the years ended 31 December 2024, all outstanding options under the share-based payment plans have not been considered since their conversion decreases the basic loss per share (anti-dilutive effect). In 2024, all outstanding option were out of the money.

## 21. Grants received in Singapore

The Startup SG Tech ("SSG Tech") grant is administered by Enterprise Singapore ("ESG") and aims to fast-track the development of proprietary technology solutions and catalyzes the growth of startups based on proprietary technology and a scalable business model. ESG also aims to supports startup enablers, such as incubators and accelerators to nurture the development of high potential Singapore-based startups. The program will provide funding and non-financial support for partners to further enhance their programs and expertise in nurturing successful Singapore-based startups.

Startup SG Tech supports Proof-of-Concept (POC for total of SGD 250) and Proof-of-Value (POV for total of SGD 500) for commercialization of innovative technologies. Companies may apply for POC or POV grants depending on the stage of development of the technology/concept. Startup SG Tech is a competitive grant.

The subsidiaries invested and incubated by Trendlines Medical Singapore have been awarded the SSG Tech grants, with the exception of Continale Medical Singapore Pte Ltd, which received a separate grant known as the Enterprise Development Grant ("EDG") which amounts to SGD 240 (approximately \$177).

Total SSG Tech grants received and recognized in the Singaporean subsidiaries incubated by Trendlines Medical Singapore are SGD 942 (approximately \$697) and SGD 1,150 (approximately \$805) for the years ended 31 December 2024 and 2023, respectively.

Trendlines Medical Singapore received in 2024 ESG IFP grant amounts to approximately SGD 91 (approximately \$67). The total grant awarded to Trendlines Medical Singapore over three years amounts to SGD 226 (approximately \$167).

In 2023, ESG has approved a grant to Trendlines Agrifood Innovation Centre to support its activity in 2023 and 2024. This grant does not have any liability component in that this is a non-recourse grant that is disbursed based on milestones achieved. The total grant received in 2024 is SGD 277 (approximately \$205). Trendlines also received in 2023 ESG IFP grants which was paid out in 2024 approximately SGD32 (approximately \$24).

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 22. Related parties transactions

### (a) Balances and transactions

- (i) The following table summarizes balances with related parties in the statements of financial position:

	Group	
	Portfolio Companies	2023
	2024	2023
<b>Asset:</b>		
Accounts and other receivables	114	99
Short-term loans	119	119
 <b>Liabilities:</b>		
Loan <sup>(1)</sup>	423	342

<sup>(1)</sup> See note 11 for further information regarding the loan.

- (ii) The following table summarizes the transactions with related parties in the consolidated statements of profit or loss and other comprehensive income:

	2024	2023
	Associates and other related parties	Associates and other related parties
	Portfolio Companies	Portfolio Companies
Income from services to Portfolio Companies	1,494	3,215
Operating, general and administrative expenses	—	(6)
Financial expenses (change in loan fair value)	(81)	(50)

- (iii) The Group rendered services to Portfolio Companies, which include rent, local taxes, receptionist services, communications services, utilities, computer system, office insurance and chairmanship.

# Notes to the Financial Statements

For the financial year ended 31 December 2024

## 22. Related parties transactions (cont'd)

### (b) Compensation of key management personnel of the Group

	2024 \$'000	2023 \$'000
Salaries and related expenses	2,010	2,868
Share-based payment	361	250
	<hr/> <u>2,371</u>	<hr/> <u>3,118</u>

## 23. Events after reporting date

During January 2025, the Group signed a loan agreement with Agriline, pursuant to which Agriline has granted a loan facility in the principal number of US\$2.3 million (the "Loan") to the Company. The Loan bears no interest. The loan has no pledges or securities. The loan terms are for 24 months to be paid out upon occurrence of Repayment Event\*. The loan agreement is silent on the implications in the event of non-repayment due to insufficient funds. As of the date of this report, the Group received US\$0.6 million.

\* Repayment Event shall mean that as long as the Loan Amount is outstanding and have not been fully repaid, the Company is required to repay the loan amount in full when any of the following transactions that occurs: (i) the closing by the Borrower of a private offering or public offering or M&A Transaction, or (ii) distribution by a portfolio company of the Borrower of any distribution.

There are no other known subsequent events which had led to adjustments to this set of annual financial statements.

## 24. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of The Trendlines Group Ltd. on March 13, 2025.

# Statistics of Shareholdings

As at 17 February 2025

Issued and fully paid-up capital:	US\$102,329,000
Number of issued shares:	1,092,054,062
Number of treasury shares:	Nil
Number of subsidiary holdings*:	Nil
Class of shares:	Ordinary Shares of equal voting right
Voting rights:	One vote per Ordinary Share with par value of NIS0.01

## Shareholding Held in the Hands of the Public

Based on the information available to the Company as at 17 February 2025, approximately 71.18 % of the issued ordinary shares of the Company were held by the public and therefore, Rule 723 of the Listing Manual, Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited, is complied with.

## Distribution of Shareholdings

Size of Shareholdings	No. of Shareholders	%	No. of Shares	% of Shares
1 - 99	8	0.80	280	0.00
100 - 1,000	46	4.62	19,600	0.00
1,001 - 10,000	138	13.87	1,008,522	0.09
10,001 - 1,000,000	745	74.88	101,542,095	9.30
1,000,001 AND ABOVE	58	5.83	989,483,565	90.61
<b>Total</b>	<b>995</b>	<b>100.00</b>	<b>1,092,054,062</b>	<b>100.00</b>

\* Subsidiary holdings is defined in the Listing Manual Section B: Rules of Catalist of the SGX-ST to mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act, Cap 50 Singapore.

# Statistics of Shareholdings

As at 17 February 2025

## Twenty Largest Shareholders

No.	Name of Shareholder	No. of Shares	% of Shares
1	Librae Holdings	325,079,307	29.77
2	BNY Mellon as the ADSs Depositary Bank*	124,855,843	11.43
3	Zeev Bronfeld	51,390,616	4.71
4	Boon Suan Aik	47,186,579	4.32
5	Boon Kia In Vincent (Wen Jiayin)	47,071,428	4.31
6	Stone Robert Alexander	45,188,153	4.14
7	Amos & Daughters Investments & Properties	39,182,452	3.59
8	B. Braun Melsungen	25,744,000	2.36
9	Lim Chin Choo Elizabeth	23,151,142	2.12
10	David Todd Dollinger	20,182,625	1.85
11	Stephen Louis Rhodes	19,668,562	1.80
12	Morph Investments	17,507,900	1.60
13	Lachman Family Limited Partnership	14,704,745	1.35
14	Khoo Thomas Clive	13,526,400	1.24
15	Wang Yu Huei	9,261,485	0.85
16	Lo Tak Meng	7,537,500	0.69
17	Boon Mooi Kean	6,002,857	0.55
18	Lim Seng Chiang	5,789,000	0.53
19	Tan Chin Suan	5,600,000	0.51
20	Lim Ngee Heng Maurice & Ng Swat Hoon	5,337,600	0.49
<b>Total</b>		<b>853,968,194</b>	<b>78.20</b>

\* The underlying ADSs (American Depository Shares) held under BNY Mellon includes (i) DBS Nominees (Private) Limited holding 2,484,164 ADSs representing 124,208,243 ordinary shares in the Company; and (ii) HSBC (Singapore) Nominees Pte Ltd holding 12,952 ADSs representing 647,600 ordinary shares in the Company.

## Substantial Shareholders

(As Recorded in the Register of Substantial Shareholders)

Name	Direct Interest	% <sup>(1)</sup>	Deemed Interest	% <sup>(1)</sup>	Total Interest	% <sup>(1)</sup>
LIBRAE HOLDINGS	325,079,307	29.7	–	–	325,079,307	29.77
BNY MELLON as the ADSs DEPOSITORY BANK	124,855,843	11.43	–	–	124,855,843	11.43

Notes:

<sup>(1)</sup> Percentage is calculated based on total issued shares of the Company less treasury shares and subsidiary holdings, if any (i.e. 1,092,054,062).

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting of The Trendlines Group Ltd. (the “**Company**”) for the financial year ended 31 December 2024 (the “**FY2024**”) (the “**AGM**”) will be held at Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Singapore 039593, Level 3, Room 307 on **Wednesday, 23 April 2025 at 10:00 a.m.** (Singapore time), for the purpose of considering and, if thought fit, approving the following matters:

## AS ORDINARY RESOLUTIONS

### Ordinary Business

1. To receive the Directors’ Report and the Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Auditors’ Report thereon.
2. To re-elect Mr. Haim Brosh, who was appointed as a director by the Board of Directors.

[See Explanatory Note (i)]

[RESOLUTION 1]

3. To re-appoint Messrs. Ernst & Young LLP (Singapore), as external independent auditors of the Company until the consummation of the Company’s next AGM and to authorise the Directors of the Company (“**Directors**”) to fix their remuneration.

[RESOLUTION 2]

### Special Business

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

4. Authority to Issue Shares

That pursuant to Rule 806 of the Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), that authority be given to the Directors to (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; (ii) make or grant offers, agreements or options including under The Trendlines 2015 Share Option Plan (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as our Directors may in their absolute discretion deem fit; and (iii) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this resolution was in force, provided that:

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

# Notice of Annual General Meeting

- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (1) above, the percentage of Shares that may be issued shall be based on the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) at the time this authority is given, after adjusting for: (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities outstanding at the time this authority is given; (b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this authority, provided that the share options or share awards were granted in compliance with the Catalyst Rules; and (c) any subsequent bonus issue, consolidation or sub-division of Shares;
- (3) in exercising such authority, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST), the provisions of Israeli Companies Law for the time being in force, the Articles of Association for the time being of the Company and The Trendlines 2015 Share Option Plan; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (a) the conclusion of the next annual general meeting of the Company or (b) the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

*[See Explanatory Note (ii)]*

**[RESOLUTION 3]**

- 5. To transact any other ordinary business which may properly be transacted at an AGM.

BY ORDER OF THE BOARD OF THE TRENDLINES GROUP LTD.

**Sahar Farah**  
**Eunice Hooi Lai Fann**  
Joint Company Secretaries  
13 March 2025

#### Explanatory Notes:

- (i) Mr. Haim Brosh ("Mr. Brosh") was appointed as an Executive Director of the Company with effect from 24 February 2025. He will, if re-elected as a Director of the Company, remain as an Executive Director, Chief Executive Officer and Interim Chief Financial Officer of the Company.  
Additional information on Mr. Brosh as required to be furnished pursuant to Rule 720(5) of the Catalyst Rules can be found in the Corporate Governance Report section of the Company's Annual Report for FY2024.
- (ii) Ordinary Resolution 3 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such time when the authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant instruments convertible into Shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 25.0% may be issued other than on a pro-rata basis to shareholders.

# Notice of Annual General Meeting

For determining the aggregate number of shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (iii) Ordinary Resolutions 1, 2 and 3, shall be deemed adopted if approved by the holders of a majority of the voting power represented at the meeting in person or by proxy and voting thereon. Only shareholders of record at the close of business on 15 April 2025, being the record date for determining those shareholders eligible to vote at the AGM, are entitled to notice of and to vote at the AGM and any postponements or adjournments thereof.

## Notes:

1. The AGM is being convened, and will be held physically. Printed copies of this Notice of AGM and the accompanying Proxy Form will be mailed to shareholders.

Printed copy of the Company's FY2024 Annual Report will not be mailed to shareholders, instead will be made available to shareholders on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at URL <https://www.trendlines.com/>.

Shareholders who wish to request for a printed copy of the Company's FY2024 Annual Report may do so by submitting your request to the Company via email to [CompanySecretary@trendlines.com](mailto:CompanySecretary@trendlines.com) with your full name, contact number and delivery address no later than Monday, 14 April 2025.

2. A shareholder entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to attend, speak and vote in the shareholder's stead.
3. A proxy need not be a shareholder of the Company.
4. Any shareholder who holds more than one share shall be entitled to appoint a proxy with respect to all or some of its shares or appoint more than one proxy, provided that the instrument appointing a proxy shall include the number of shares with respect to which it was issued and only one proxy shall be appointed with respect to any one share.
5. The Proxy Form must be signed by the appointor or his/her attorney duly authorised in writing.
6. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. If the appointor is a corporation, the Proxy Form must be executed either under its common seal or under the hand of its duly authorised officer or attorney. A copy of the power of attorney or such other authority must be submitted together with the instrument appointing a proxy.
7. Shareholders who wish to vote at the AGM via a proxy(ies) must submit the accompanying Proxy Form to appoint the proxy(ies) or the Chairman of the AGM as their proxy to cast votes on their behalf.

Shareholders are requested to complete, sign and return the Proxy Form appointing proxy(ies) or corporate representative(s) in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at T'chelet Street 17, Misgav Industrial Park, 2017400 Israel, or the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or by e-mail to Mrs Sahar Farah, Joint Company Secretary, at [CompanySecretary@trendlines.com](mailto:CompanySecretary@trendlines.com), not less than forty eight (48) hours before the time appointed for the AGM (i.e. by 10:00 a.m. on Monday, 21 April 2025).

Notwithstanding the above, the Chairman of the AGM shall have the right to waive the time requirement provided above with respect to all instruments of proxies and to accept any and all instruments of proxy until the beginning of the AGM.

8. Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF or SRS investors should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 10:00 a.m. on Friday, 11 April 2025) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

# Notice of Annual General Meeting

## Submission of Questions In Advance of the AGM

Shareholders may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM to the Company in advance of the AGM. Such questions must be submitted no later than Monday, 7 April 2025 via e-mail to Mrs Sahar Farah, Joint Company Secretary, at [CompanySecretary@trendlines.com](mailto:CompanySecretary@trendlines.com) or by post to the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

Shareholders who submit questions via email or by post to the Company or the Company's Singapore Share Registrar and Share Transfer Office must provide the following information:

- (i) the Shareholder's full name;
- (ii) the Shareholder's address; and
- (iii) the manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF or SRS).

The Company will upload its response to the substantial and relevant questions received in advance of the AGM from shareholders on the SGXNet and the Company's website on or before 17 April 2025, being at least forty eight (48) hours prior to the proxy form submission deadline for the AGM.

Substantial and relevant questions, including subsequent clarifications sought and/or follow-up questions, which are received from shareholders thereafter, will be addressed by the Company at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company's responses to all subsequent questions addressed at the AGM together with the minutes of the AGM, will be posted on the SGXNet and the Company's website within one (1) month after the date of the AGM.

## Personal Data Privacy

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a shareholder of the Company or a Depositor, as the case may be, (i) consents to the collection, use and disclosure of the shareholder or Depositor's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of proxy(ies) or representative(s) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the shareholder or a Depositor discloses the personal data of the shareholder or Depositor's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder or Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder or Depositor's breach of warranty.

# THE TRENDLINES GROUP LTD.

(Incorporated in Israel)  
(Company Registration No. 513970947)

## PROXY FORM

I/We \_\_\_\_\_ (NRIC/Passport No./Company Registration No.) \_\_\_\_\_

of \_\_\_\_\_ (Address)

being a shareholder/shareholders of The Trendlines Group Ltd. ("Company"), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares	%

and/or\*\*\*\*

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares	%

or failing him/her/them, or the Chairman of the Annual General Meeting ("AGM")\*\*\* as my/our proxy to attend, speak and to vote for me/us on my/our behalf at the AGM of the Company to be held at Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Singapore 039593, Level 3, Room 307 on Wednesday, 23 April 2025 at 10:00 a.m. (Singapore time) and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the ordinary resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any matter arising at the AGM and at any adjournment thereof.

No.	Resolution	For*	Against*	Abstain*
1.	Re-election of Mr. Haim Brosh as a Director of the Company			
2.	Re-appointment of Messrs. Ernst & Young LLP (Singapore), as external independent auditors and to authorize the Directors to fix their remuneration			
3.	Authority to Issue Shares			

\* If you wish to exercise all your votes "For" or "Against" or "Abstain", please tick "✓" or "X" within the box provided. Alternatively, please indicate the number of votes as appropriate.

\*\* If a "✓" or "X" is not marked in either column or a "✓" or "X" is marked in both columns, the vote shall be disqualified.

\*\*\* Delete as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025.

**Total No. of Shares Held**

\_\_\_\_\_  
Signature(s) of shareholder(s)/Common Seal of corporate shareholder

### **IMPORTANT:**

PLEASE READ NOTES BELOW OVERLEAF BEFORE COMPLETING THIS PROXY FORM



**Notes:**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register, you should insert that number. If you have Shares registered in your name in the Shareholders Register of the Company, you should insert that number. If you have Shares entered against your name in the Depository Register and shares registered in your name in the Shareholders Register, you should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you. Where you appoint more than one proxy, the appointments shall be invalid unless you specify the shareholding (expressed as a percentage of the whole) to be represented by each proxy.
2. A shareholder who wishes to submit an instrument of proxy must complete, sign the proxy form and return it in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 17 T'chelet Street, Misgav Industrial Park, 2017400 Israel or the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or by e-mail to Mrs Sahar Farah, Joint Company Secretary, at [CompanySecretary@trendlines.com](mailto:CompanySecretary@trendlines.com) not less than forty eight (48) hours before the time appointed for the AGM (i.e. **by 10:00 a.m. on 21 April 2025**).

Notwithstanding the above, the Chairman of the AGM shall have the right to waive the time requirement provided above with respect to all instruments of proxies and to accept any and all instruments of proxy until the beginning of the AGM.

**Shareholders are strongly encouraged to submit the completed proxy forms electronically via email.**

3. Where a shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it should give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy.
4. Shareholders who hold more than one share shall be entitled to appoint a proxy with respect to all or some of his/her/its Shares or appoint more than one proxy, provided that the instrument appointing a proxy shall include the number of Shares with respect to which it was issued and only one proxy shall be appointed with respect to any one share.
5. Persons who hold Shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF or SRS investors should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. **by 10:00 a.m. on Friday, 11 April 2025**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.
6. A proxy need not be a shareholder of the Company.
7. The instrument of proxy shall be duly signed by the appointer or his duly authorised attorney or, if such appointer is a company or other corporate body, under its common seal or stamp or the hand of its duly authorised signatory(ies), agent(s) or attorney(s). The Board may demand that the Company be provided with written confirmation, to its satisfaction, that the signatory(ies), agent(s) or attorney(s) have the authority to bind the corporate body of the appointing Shareholder.
8. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the Shareholder, being the appointer, is not shown to have Shares entered against his/her name in the Depository Register as **at the close of business on 15 April 2025, being the record date for determining those shareholders eligible to vote at the AGM** as certified by the CDP.
9. Completion and return of the Proxy Form shall not preclude a shareholder from attending, speaking and voting at the AGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a shareholder attends the AGM, and in such event, the Share Registrar reserves the right to refuse to admit any person or persons appointed under the Proxy Form, to the AGM.

**Personal Data Privacy**

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a shareholder of the Company or a Depositor, as the case may be, (i) consents to the collection, use and disclosure of the shareholder or Depositor's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of proxy(ies) or representative(s) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the shareholder or a Depositor discloses the personal data of the shareholder or Depositor's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder or Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder or Depositor's breach of warranty.



## The Trendlines Building

Misgav Business Park

17 T'chelet Street

M.P. Misgav 2017400 • Israel

Tel: +972.72.260.7000

[info@trendlines.com](mailto:info@trendlines.com)

[www.trendlines.com](http://www.trendlines.com)