

## **CORPORATE GOVERNANCE**

The Directors acknowledge the importance of the principles set out in the Corporate Governance Code. Although the Corporate Governance Code is not compulsory for AIM quoted companies, the Directors support high standards of corporate governance and confirm that they comply, so far as practicable and having regard to the size and nature of the Company's business, with the good governance guidelines set out in the Corporate Governance Code for Small and Mid-Size Companies (published in May 2013 by the Quoted Companies Alliance) ("QCA guidelines").

The Board currently comprises a Chairman, three executive directors and five non-executive directors. The Board meets regularly to consider strategy, performance and the framework of internal controls. To enable the Board to discharge its duties all Directors receive appropriate and timely information. Briefing papers are distributed to all Directors in advance of Board meetings. Additionally, special meetings take place or other arrangements are made when Board decisions are required in advance of regular meetings. Certain matters are reserved for consideration by the Board (with other matters delegated to Board committees).

## **BOARD OF DIRECTORS**

### **David Macfarlane (69), Non-executive Chairman**

David was previously a partner at two of the City's most prominent law firms, Stephenson Harwood and Ashurst. David advised a number of high profile companies, banks and other institutions on activities including M&A and capital raising. Whilst at Ashurst LLP, he became involved in management and was head of its corporate department until his retirement in 2002. David is currently Chairman of JZ Capital Partners, the quoted investment company and has previously held the position of Non-Executive Director at several companies including Platinum Investment Trust, Allied Healthcare, Turftrax, Mancal Energy UK and Prospekt Medical

*The Chairman is primarily responsible for the efficient functioning of the Board. He ensures that all Directors receive sufficient relevant information on financial, business and corporate issues prior to meetings. Any specific actions arising during meetings are agreed by the Board and a comprehensive follow-up procedure ensures their completion. The Chief Executive's responsibilities focus on coordinating the Group's business and implementing Group strategy. Regular interaction between the Chairman and Chief Executive between meetings ensures the Board remains fully informed of developments in the business at all times*

### **Executive Directors**

#### **Crispin Simon (57), Chief Executive Officer**

Crispin Simon has a 25-year track record in industry, predominantly in the commercialisation of Medical Technology products.

Following a career which included NM Rothschild, McKinsey, Rexam and Smith & Nephew, where he was latterly President of the Endoscopy Division, Crispin was Chief Executive of Biocompatibles International Plc ("Biocompatibles") until its sale to BTG Plc in early 2011. At Biocompatibles, he led a team that developed three medical products businesses: the Cardiovascular Stent business, sold to Abbott Laboratories Inc for £145 million; the Contact Lens business, sold to Cooper Industries Inc for £80 million and the Drug-eluting Bead business, which was sold as part of the disposal of the whole company to BTG for £165 million. In addition, £123 million cash was returned to shareholders.

From 2012 to October 2014, Crispin was a full time Director in the UK Government's Department of Business, Innovation and Skills. He is a Non-Executive Director of the NHS Trust Development Authority and a trustee of Alive and Kicking, an African social enterprise.

### Peter Worrall (62), Chief Financial Officer

Peter was previously Chief Executive of Pharminox Limited, a company focused on the discovery and development of drugs to treat cancer. Peter was formerly Corporate Development Director of Vernalis plc, a company formed from the merger of British Biotech plc and Vernalis Group plc (formerly Vanguard Medical Group plc). He joined Vanguard as Chief Financial Officer in 1993 as a venture capital backed start-up company, and saw it through a number of private and public funding rounds, including its IPO on the Main Market of the London Stock Exchange in May 1996, as well as the acquisition of Cerebrus Ltd in late 1999. He became acting Chief Executive in early 2003, and led the merger discussions with British Biotech later that year.

In 1981 he joined Imed Ltd, a manufacturer of intravenous infusion pumps, initially as Financial Controller, becoming Finance Director and subsequently General Manager. In 1988 he established his own company, Isys Medical Ltd, as the vehicle for a management buy-out of Imed's UK manufacturing and R&D operations and ran Isys for three years before selling out to Danby Medical Ltd, a venture capital backed infusion pump company, which he joined as Finance Director. Danby was sold to Baxter Healthcare in 1993.

Peter received a Masters degree in economics from the University of St Andrews in 1977, and qualified as a chartered accountant with Arthur Andersen & Co in 1980.

### Richard Little (49), Chief Technology Officer and Co-founder of RBL

Richard formed Rex Bionics Ltd in 2007 with fellow engineer Robert Irving to develop innovative medical robotic technology that could bring new-found mobility to many thousands of users worldwide. With an extensive career including marine engineering, research and development, contract programme management and information technology, Richard has held senior leadership roles in medical technology, automotive and military industries. These include a programme management role for Navman, finance manager for BAE Systems and Group Technical Director for Taisun (CIMC Raffles), based in Singapore, responsible for transitioning four manufacturing companies to Asia and the technical leadership for the group.

### Non-Executive Directors

Jeremy Curnock Cook (65), Deputy Chairman

Jeremy was formerly managing director of the Rothschild Bioscience Unit, then one of the U.K.'s largest and most established biotechnology investment

managers, where he was responsible for managing over \$1bn invested in more than 160 companies. While at Rothschild, he was responsible for the conception and launch of the International Biotechnology Trust (IBT), as well as the first dedicated biotechnology fund for the Australian market, and a joint venture with Johnson & Johnson Development Corporation for the creation of Healthcare Ventures, an investment vehicle dedicated to seed stage investments in Europe. Prior to joining Rothschild, Jeremy founded the International Biochemicals Group (IBG) in 1975, subsequently building an 80-person company focused on the development and commercialisation of products containing tailored microbial strains for application in industrial pollution control and agriculture. IBG's clients included multinationals such as McDonalds and Royal Dutch Shell and it was successfully sold to Royal Dutch Shell in 1985. Jeremy has served on more than 30 boards of directors in the healthcare and medical sciences sector in the UK, Europe, USA, Canada, Japan and Australia. He was previously chair of Biocompatibles International Ltd and is chair of AmpliPhi Biosciences Corporation.

As the managing director of Bioscience Managers, Jeremy is responsible for the IB Australian Bioscience Fund I as well as the Asia Pacific Healthcare Fund. Jeremy received his MA in Natural Sciences from Trinity College in Dublin in 1971, and was a research scientist at the Institute of Cancer Research from 1972 to 1973.

#### Dr William Hunter (53), Non-Executive Director

Bill is currently the Interim President, Director and CEO of Cardiome Pharma Corporation, a commercial-stage NASDAQ and TSE listed healthcare company with an approved drug treatment (BRINAVESS™) for atrial fibrillation.

Prior to Cardiome, Bill co-founded Angiotech Pharmaceuticals in 1992 and was Chief Executive Officer in 1997 when Angiotech was a venture-stage, private, pre-clinical company with less than 50 employees. He led Angiotech through three rounds of private equity financing, its IPO and listing on the Toronto Stock Exchange and NASDAQ, totalling over \$1B in equity and debt financings, a debt restructuring and eight separate corporate acquisitions. During that time, Angiotech grew to become a profitable, diversified, healthcare company with over 1,400 employees, several thousand commercially available products, 12 facilities in five countries and worldwide annual revenues exceeding US\$250m. Bill currently also serves as a director of Zalicus Inc (NASDAQ: ZLCS) and has served previously on the boards of Aspreva Pharmaceuticals, Anormed Pharmaceuticals, Active Pass Pharmaceuticals, Neuromed Pharmaceuticals and Angiotech Pharmaceuticals.

### Victoria Provis (59), Non-Executive director

Victoria Provis has over 30 years' experience in the corporate communications, strategic consulting and human resources sectors. Victoria spent her early career in corporate communications, working with firms such as KPMG, Burson Marsteller and McKinsey & Company, before moving into the world of executive search in 1993. From 1995 to 2011, Victoria was a Partner with leading UK search firm Odgers Berndtson in London, building its specialist corporate communications practice as well as handling non-executive director appointments across a wide range of businesses. Victoria also opened and chaired the firm's Cardiff office from 2005.

Victoria now holds a portfolio of non-executive appointments. Since 2008, she has been a Trustee of Amgueddfa Cymru/National Museum Wales, where she chairs the Development Board and also sits on the Appointments and Remuneration Committee. Victoria was appointed by the Welsh Government to be a member of the Wales Tourism Advisory Board with effect from January 2014. From 2007-15 she was also a member of Glas Cymru/Welsh Water. She sits on the Advisory Council of UWC Atlantic College, where she was Vice Chair of the Governing Board from 2002-8. Victoria received an MBA from INSEAD, Europe's leading business school, in 1984 and a BA (Hons) in Economics from the University of British Columbia in 1976.

### John Roden Plimmer (59), Non-Executive Director

John is a New Zealand citizen, resident in London, UK. He is a private equity investor and former corporate finance adviser. His main business interests today involve direct investing in and advising start-up and early-stage businesses.

From 1981 to 1998, John Plimmer had an extensive career in Corporate Finance with the Hambros Bank Group in Melbourne, Sydney and London. In 1995, he was appointed a Director of the Board of Hambros Bank Limited in London. From 1998 to 2012, he was the Managing Director JZ International (JZI), the London based European affiliate of The Jordan Company, a US\$6 billion private equity partnership. At JZI, he established the executive team and implemented the investment strategy; this entailed: investing, managing and realising a portfolio of private SME investments across a range of industry sectors in the UK, The Netherlands, Nordic countries, Italy and Spain.

John graduated in 1981 from Victoria University of Wellington, NZ with a Bachelor of Commerce and Administration (Economics).

### Joseph A. Cucolo (56), Non-Executive Director

Joe is a US citizen and lives in upstate New York. Before joining Rex he had a long and successful career with Zimmer Holdings Inc., one of the largest medical device companies in the world, latterly as President of Americas with responsibility for a \$2.5 billion business covering the United States, Canada and Latin America. He left Zimmer in 2015 to pursue new business interests following Zimmer's acquisition of its major competitor, Biomet. Earlier in his career, Joe was the sole owner and President of Zimmer New England, an independent distributorship in the northeast region of the United States

## **COMMITTEES & RESPONSIBILITIES**

The Company has constituted Audit and Risk, Nominations and Remuneration Committees.

The Directors understand the importance of complying with the AIM Rules relating to Directors' dealings and have established a share dealing code which is appropriate for an AIM quoted company.

### Audit and Risk Committee

Chairman: John Plimmer

Committee Members: David Macfarlane; Victoria Provis

Responsibilities:

The Audit and Risk Committee has John Plimmer as Chairman, and holds primary responsibility for considering all matters relating to financial controls and reporting, internal and external audits, the scope and results of the audits, the independence and objectivity of the auditors and keeping under review the effectiveness of the Company's internal controls and risk management.

Meet: At least twice per year

### Nominations Committee

Chairman: David Macfarlane

Committee Members: John Plimmer; Victoria Provis

Responsibilities:

The Nominations Committee has David Macfarlane as Chairman, and holds responsibility for considering the size, structure and composition of the Board, and the retirement and appointment of Directors, and makes appropriate recommendations to the Board about these matters.

Meet: At least once per year

### Remuneration Committee

Chairman: Victoria Provis

Committee Members: David Macfarlane; John Plimmer

Responsibilities:

The Remuneration Committee has Victoria Provis as Chairman, and holds responsibility for making recommendations to the Board on the Company's policy for remuneration of senior executives, for reviewing the performance of Executive Directors and senior management and for determining, within agreed terms of reference, specific remuneration packages for each of the Executive

Directors and members of senior management, including pensions rights, any compensation payments and the implementation of executive incentive schemes. Non-executive Directors' fees are determined by the full Board.

Meet: At least once per year



## **KEY ADVISERS**

### **Company Secretary**

Keith Robinson  
c/o Sherrards Solicitors LLP  
4th Floor  
1-3 Pemberton Row  
London  
EC4A 3BG

### **Registered Office**

Rex Bionics plc  
4th Floor  
1-3 Pemberton Row  
London  
EC4A 3BG

### **Nominated Advisor and Broker**

Stifel Nicolaus Europe Limited  
150 Cheapside  
London  
EC2V 6ET

### **Auditors**

Grant Thornton UK LLP  
Grant Thornton House  
Melton Street  
Euston Square  
London NW1 2EP

### **Solicitors to the Company**

Simmons & Simmons LLP  
CityPoint  
1 Ropemaker Street  
London  
EC2Y 9SS

### Financial PR

Consilium Strategic Communications  
41 Lothbury  
London  
EC2R 7HG

### Registrars

Share Registrars Limited  
The Courtyard  
17 West Street  
Farnham  
Surrey  
GU9 7DR

## **DETAILS OF INCORPORATION**

The Company was incorporated in England and Wales on 13 November 2007, as a public limited company with the name of Africa Oil Exploration Plc and with registered number 06425793.

The Company changed its name to In-Solve Plc on 18 January 2010 and to Union MedTech Plc on 5 March 2012.

On 7 May 2014 upon the acquisition of REX Bionics Limited and its admission to AIM, the Company changed its name to REX Bionics plc.

The Company's registered office and principal place of business in the UK is at 4<sup>th</sup> Floor, 1-3 Pemberton Row, London, EC4A 3BG, United Kingdom and the telephone number is +44 (0) 7768 023 376. It is domiciled in England and is the parent company of the Rex Bionics Group.

The principal operating subsidiary is Rex Bionics Limited incorporated in 2007 and based at 58 Apollo Drive, Rosedale, Auckland, New Zealand.

## SHARE INFORMATION

### Current Share Price

Rex Bionics Plc is listed on the AIM Market under the symbol RXB. You can [view recent share price information here](#) or click on the London Stock Exchange Symbol below to view the company's information page on the LSE website.



### Share Capital Structure

As at 25<sup>th</sup> August 2016, the share capital of the Company was as follows:

- Number of Shares in issue:-
- Ordinary Shares of 10 pence each – 25,513,859
- Deferred Shares of 90 pence each - 14,289,360
- Percentage of Ordinary Shares not in public hands - 63%
- Number of Warrants in respect of Ordinary Shares in issue
- Warrants issued on Admission and exercisable at 180p per Ordinary Share :- 142,014
- Warrants issued in August 2016 and exercisable at 30p per Ordinary Share:- 7,683,333
- Approximate market capitalisation of the Company at 15th August 2016 - £8,250,000
- TIDM: RXB

### Restrictions on the transfer of AIM securities

There are no restrictions on the transfer of Ordinary Shares.

Deferred Shares may only be transferred as set out in the Articles of Association.

### Summary of Share Rights

#### Ordinary Shares:

The Ordinary Shares have the following rights:

- The holders of Ordinary Shares have the right to receive notice of any General Meeting of the Company and the right to attend, speak or vote at any such General Meeting;
- Ordinary Shares entitle the holder to the payment of dividends;
- The Ordinary shares are fully transferable;
- Ordinary Shares rank ahead of the Deferred Shares on any return of assets in a winding up or other distribution.

#### Deferred Shares

The Deferred Shares have the following rights and be subject to the following restrictions:

- the holders of the Deferred Shares shall not, by virtue of or in respect of their holdings of Deferred Shares, have the right to receive notice of any General Meeting of the Company nor the right to attend, speak or vote at any such General Meeting;
- the Deferred Shares shall not entitle the holder to the payment of any dividend;
- save as required by law, the Company need not issue share certificates to the holders of Deferred Shares in respect of their holding thereof;
- the holders of the Deferred Shares shall not be entitled on a return of assets in a winding-up, reduction of capital or otherwise to receive any amount whatsoever, either by way of repayment of the amount paid up or credited as paid up in respect of the nominal value thereof or by way of participation in surplus assets unless there shall have been paid to the holders of the shares a sum of not less than £100,000 (plus the amount paid up thereon) per share;
- if the share capital of the Company is reduced by the reduction of any capital paid up on any shares and the cancellation of such shares then, before any such reduction or cancellation in respect of any other class of share, the capital paid up, or credited as paid up, on the Deferred Shares shall be reduced to zero and the Deferred Shares shall be cancelled without any payment or other compensation to the holders thereof
- the Deferred Shares shall not be transferable by the holders thereof save in the circumstances referred to below;
- the Board has irrevocable authority at any time to appoint any person as custodian of the Deferred Shares to execute on behalf of the holders of the Deferred Shares a transfer of such shares and/or an agreement to transfer the same, without making any payment to the holders, to such person as the Board may determine, and to cancel and/or acquire the Deferred Shares without making any payment to or obtaining the sanction of the holders thereof, and, pending such transfer and/or cancellation and/or purchase, to retain the certificates, if any, for such Deferred Shares.
- the Company may, at its option at any time, purchase all or any of the Deferred Shares then in issue, at a price not exceeding £1 for all the Deferred Shares so purchased upon giving the registered holders of such Deferred Shares not less than 28 days' notice in writing of its intention to do so, fixing a time and place for such purchase.

## SUMMARY OF SIGNIFICANT SHAREHOLDERS

The Disclosure and Transparency Rules require a person who acquires or disposes of shares (or other financial instruments) carrying voting rights, and that acquisition or disposal results in the proportion of voting rights held by that person exceeding or falling below three per cent. (or any whole figure above three per cent), to disclose that interest to the Company. Save as set out below, the Company is not aware of any person who, as at 15th August 2016, holds directly or indirectly three per cent or more of the Company's voting rights: As at 25th August 2016, the Company's major shareholders are:

Shareholders	Amount	Holding %
Hunter Hall Investment Management Limited	4,583,336	17.96%
OFM trustee for the Asia Pacific Healthcare Fund II	3,657,743	14.34%
Paul Matthews	3,456,372	13.55%
Maxhealth Medicine Group Co Ltd.	3,333,333	13.00%
Fidelity Management & Research	1,428,936	5.60%
NZVIF Investments Ltd	1,406,683	5.51%
Haiyin Equity Investments LC	1,083,333	4.25%